

STONEMOR PARTNERS LP

Form 4

August 18, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TALBOTT FENTON R

(Last) (First) (Middle)

C/O STONEMOR PARTNERS
L.P., 311 VETERANS HIGHWAY,
SUITE B

(Street)

LEVITTOWN, PA 19056

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STONEMOR PARTNERS LP
[STON]

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Distribution Equivalent Rights	<u>(1)</u>	08/14/2015		A		13,415,552		<u>(3)</u>	<u>(3)</u>	common units	13,415,552
Distribution Equivalent Rights	<u>(1)</u>	08/14/2015		A		463,970,505		<u>(3)</u>	<u>(3)</u>	common units	463,970,505

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TALBOTT FENTON R C/O STONEMOR PARTNERS L.P. 311 VETERANS HIGHWAY, SUITE B LEVITTOWN, PA 19056	X			

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

 **Signature of Reporting Person Date _____

Explanation of Responses:

- | | |
|----|---|
| * | If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v). |
| ** | <p data-bbox="167 1354 1474 1365">Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> <p data-bbox="167 1365 1474 1409">(1) The distribution equivalent rights accrue on restricted phantom units representing limited partner interests and become payable, in cash or common units, at the election of the issuer, upon the separation of the reporting person from service as a director or upon the occurrence of certain other events specified in Section 409A of the Internal Revenue Code of 1986, as amended. Each distribution equivalent right is the economic equivalent of one common unit representing a limited partner interest.</p> <p data-bbox="167 1409 1474 1423">(2) These distribution equivalent rights accrue under the StoneMor Partners L.P. 2014 Long-Term Incentive Plan.</p> <p data-bbox="167 1423 1474 1436">(3) See Footnote 1.</p> <p data-bbox="167 1436 1474 1480">(4) Represents restricted phantom units allocated to the reporting person's deferred compensation account, including distribution equivalent rights credited to such person's deferred compensation account in the form of phantom units and accrued on all phantom units allocated or credited to such account.</p> <p data-bbox="167 1480 1474 1495">(5) These distribution equivalent rights accrue under the StoneMor Partners L.P. Long-Term Incentive Plan, as amended.</p> |

Remarks:

The filing of this statement shall not be construed as an admission (a) that the person filing this statement is, for the purposes of this Act, a person who has been convicted of a crime or (b) that the person filing this statement is, for the purposes of this Act, a person who has been found guilty of a crime.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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