

STONEMOR PARTNERS LP

Form 4

November 07, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MDC MANAGEMENT CO IV LLC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
950 TOWER LANE, SUITE 800
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2008

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

FOSTER CITY, CA 94404

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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	(A) or (D)	Price			
Common Units representing limited partnership interests	11/05/2008		<u>J⁽¹⁾</u>		1,059,946	D	\$ <u>0⁽¹⁾</u>	0	I	By CFSI LLC <u>(2)</u> <u>(3)</u>
Common Units representing limited partnership interests	11/05/2008		<u>J⁽⁴⁾</u>		900,955	A	\$ <u>0⁽⁴⁾</u>	900,955	I	By Cornerstone Family Services LLC <u>(2)</u> <u>(3)</u>

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Common Units representing limited partnership interests	11/05/2008	J ⁽⁵⁾	900,955	D	\$ 0 (5)	0	I	By Cornerstone Family Services LLC ⁽²⁾ ⁽³⁾
Common Units representing limited partnership interests	11/05/2008	J ⁽⁶⁾	892,102	A	\$ 0 (6)	903,490	I	By Fund ⁽²⁾ ⁽³⁾ ⁽⁶⁾
Common Units representing limited partnership interests	11/05/2008	J ⁽⁷⁾	18,356	A	\$ 0 (7)	18,356	I	By Fund ⁽²⁾ ⁽³⁾ ⁽⁷⁾
Common Units representing limited partnership interests	11/05/2008	J ⁽⁸⁾	14,226	A	\$ 0 (8)	14,226	I	By Fund ⁽²⁾ ⁽³⁾ ⁽⁸⁾

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

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(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MDC MANAGEMENT CO IV LLC 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404		X		
De Leeuw David 950 TOWER LANE SUITE 800` FOSTER CITY, CA 94404		X		
Delta Fund, LLC 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404		X		
McCown De Leeuw & Co. IV Associates, L.P. 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404		X		
McCown De Leeuw & Co. IV, L.P. 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404		X		
CORNERSTONE FAMILY SERVICES LLC 155 RITTENHOUSE CIRCLE BRISTOL, PA 19007		X		
Cornerstone Family Services, Inc. 155 RITTENHOUSE CIRCLE BRISTOL, PA 19007		X		

Signatures

/s/ Robert B. Hellman, Jr., Managing Member	11/06/2008
_____ **Signature of Reporting Person	Date
David E. De Leeuw, by Pamela Swain, Attorney-In-Fact	11/06/2008
_____ **Signature of Reporting Person	Date
Delta Fund LLC, by Robert B. Hellman, Jr., Member	11/06/2008
_____ **Signature of Reporting Person	Date
McCown De Leeuw & Co. IV Associates, L.P., by MDC Management Co. IV, LLC, by Robert B. Hellman, Jr., Managing Member	11/06/2008
_____ **Signature of Reporting Person	Date
McCown De Leeuw & Co. IV, L.P., by MDC Management Co. IV, LLC, by Robert B. Hellman, Jr., Managing Member	11/06/2008

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__Signature of Reporting Person

Date

Cornerstone Family Services LLC, by Robert B. Hellman, Jr., Manager

11/06/2008

__Signature of Reporting Person

Date

Cornerstone Family Services, Inc., by Robert B. Hellman, Jr., Manager

11/06/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pro rata distribution by CFSI LLC, a Delaware limited liability company ("CFSI") to its members of common units representing limited partner interests in StoneMor Partners L.P. ("StoneMor").
- McCown De Leeuw & Co. IV, L.P., a California limited partnership ("MDCIV"), McCown De Leeuw & Co. IV Associates, L.P., a California limited partnership ("MDCIVA"), and Delta Fund LLC, a California limited liability company ("Delta", and, collectively with MDCIV and MDCIVA, "MDC Funds"), collectively control CFSI. MDC Funds also collectively control Cornerstone Family Services LLC, a Delaware limited liability company ("Cornerstone"), that has an equity interest in CFSI. MDC Management Company IV, LLC, a California limited liability company ("MDC Management"), is the general partner of MDCIV and MDCIVA and, as such, controls MDCIV and MDCIVA. George E. McCown, Robert B. Hellman, Jr. and David E. De Leeuw are managing members of MDC Management and, as such, collectively control MDC Management. Messrs. Hellman, McCown and De Leeuw, collectively, have investment and voting control over the securities held by Delta.
- (2) Messrs. Hellman and McCown file Section 16 reports separately from the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
- (3) Pro rata distribution by CFSI, of which Cornerstone is a member.
- (4) Pro rata distribution by Cornerstone to its members.
- The securities are held directly by MDCIV. Consists of 103,493 common units acquired by MDCIV in the pro rata distribution from
- (5) CFSI, of which MDCIV is a member, and 788,609 common units acquired by MDCIV in the pro rata distribution from Cornerstone, of which MDCIV is a member.
- The securities are held directly by MDCIVA. Consists of 1,594 common units acquired by MDCIVA in the pro rata distribution from
- (6) CFSI, of which MDCIVA is a member, and 16,762 common units acquired by MDCIVA in the pro rata distribution from Cornerstone, of which MDCIVA is a member.
- The securities are held directly by Delta. Consists of 1,539 common units acquired by Delta in the pro rata distribution from CFSI, of
- (7) which Delta is a member, and 12,687 common units acquired by Delta in the pro rata distribution from Cornerstone, of which Delta is a member.

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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