

STONEMOR PARTNERS LP

Form 4

September 30, 2016

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 *
MCGRATH SEAN P

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)
C/O STONEMOR PARTNERS
L.P., 3600 HORIZON
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2016

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

(Street)
TREVOSE, PA 19053

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

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

(City) (State) (Zip)

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. Code (Instr. 8)	4. Securities Acquired 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)
Common units representing limited partner interests	09/28/2016		M	2,774 (1) (2)	A (1) (2) 3,774	D	
Common units representing limited	09/28/2016		S(3)	1,262	D \$ 2,512 24.92 (4)	D	

partner
interests

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. De Se (In
				Code	V	(A)	(D)	
Time Vested Units	(1) (2)	09/28/2016		M		2,774	(1)(2) (1)(2)	Common Units 2,774
Time Vested Units	(5)	09/28/2016		A		8,946	(5) (5)	Common Units 8,946

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCGRATH SEAN P C/O STONEMOR PARTNERS L.P. 3600 HORIZON BOULEVARD TREVOSSE, PA 19053	CFO and Secretary

Signatures

/s/ Shirley Herman,
Attorney-in-Fact 09/30/2016

**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).

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- (1) The reporting person was granted 8,324 time vested units ("Time Vested Units") vesting in three equal annual installments pursuant to a Key Employee Unit Agreement (the "Agreement"), entered into as of December 31, 2015, by and between StoneMor GP LLC, a general partner of StoneMor Partners L.P., and the reporting person. Each Time Vested Unit represents a contingent right to receive one common unit representing a limited partner interest conditioned upon satisfying certain time and other conditions.
- (2) On September 28, 2016, 2,774 Time Vested Units vested pursuant to the Agreement.
- (3) The sales reported in this Form 4 were effected pursuant to the reporting person's Rule 10b5-1 trading plan, adopted on March 4, 2016, solely to satisfy the reporting person's tax obligations related to the vesting of Time Vested Units.
- (4) The price reported in Column 4 is a weighted average price. The common units were sold in multiple transactions at prices ranging from \$24.85-25.05 inclusive. The reporting person undertakes to provide to StoneMor Partners L.P., any holder of common units of StoneMor Partners L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units sold at each separate price within the range set forth in this footnote to this Form 4.
- (5) The reporting person was granted 8,946 Time Vested Units vesting in three equal annual installments pursuant to a Key Employee Unit Agreement, entered into as of September 28, 2016, by and between StoneMor GP LLC, a general partner of StoneMor Partners L.P., and the reporting person. Each Time Vested Unit represents a contingent right to receive one common unit representing a limited partner interest conditioned upon satisfying certain time and other conditions.

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

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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