FREEDMAN ALLEN

Form 4

January 26, 2011

FORM 4

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

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response...

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * FREEDMAN ALLEN

2. Issuer Name and Ticker or Trading

Symbol

STONEMOR PARTNERS LP

5. Relationship of Reporting Person(s) to

Issuer

[STON]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 01/24/2011

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

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

(Street)

(State)

4. If Amendment, Date Original

Code

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

LEVITTOWN, PA 19056

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

Reported

7. Nature of Indirect Ownership Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

(Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common

Units

(Instr. 3)

representing 01/24/2011 limited

 $J_{\underline{1}}$ 5,300 \$0 10,634 D

partner interests

Common 21,798 Ι By wife

Units

representing limited

partner interests

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

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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)

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
coporting of their rando, radios	Director	10% Owner	Officer	Other			
FREEDMAN ALLEN C/O STONEMOR PARTNERS L.P. 311 VETERANS HIGHWAY, SUITE B LEVITTOWN, PA 19056	X						

Signatures

/s/ Shirley Herman, Attorney-in-Fact 01/25/2011

**Signature of Reporting Person

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).

Date

(1) Pro rata distribution from CFSI LLC, of which the reporting person is a member.

Remarks:

Reporting Owners 2

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.