

MILLER LAWRENCE  
 Form 4  
 November 09, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 MILLER LAWRENCE

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)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/07/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President; CEO

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

(Street)

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

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

LEVITTOWN, PA 19056

(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. 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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | 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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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Phantom Unit                    | (1)  | 11/07/2012                           |  | A                              | 45,000  | (2)                      (3)                             | Common Units  | 45,000                        |

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| MILLER LAWRENCE<br>C/O STONEMOR PARTNERS, L.P.<br>311 VETERANS HIGHWAY, SUITE B<br>LEVITTOWN, PA 19056 | X             |           | President; CEO |       |

### Signatures

|  |                     |
|--|---------------------|
| /s/ Shirley Herman,<br>Attorney-in-Fact        | 11/09/2012          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

### 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) The reporting person was granted 45,000 restricted phantom units on a one-time basis pursuant to an Executive Restricted Phantom Unit Agreement (the "Executive Agreement"), dated as of November 7, 2012, under the StoneMor Partners L.P. Long-Term Incentive Plan, as amended, between the reporting person and StoneMor GP LLC, the general partner of StoneMor Partners L.P. Each Unit of restricted phantom units representing limited partner interests is the economic equivalent of one common unit representing limited partner interests. Restricted phantom units become payable, in cash or common units, at the election of the issuer, upon the separation of the reporting person from service as an executive or upon the occurrence of certain other events specified in the Executive Agreement.

(2) The grant vests in three equal annual installments beginning on November 7, 2013, which is the first anniversary of the date of grant.

(3) See Footnote 1.

(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.

#### 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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