

STONEMOR PARTNERS LP
Form 4
January 26, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MDC IV Trust U/T/A November 30, 2010

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

FOSTER CITY, CA 94404

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2011

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) ___X___ Other (specify below)
See footnote (4)

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 partner interests | 01/24/2011 | | J ⁽¹⁾ | | 2,119,891 | D | \$ 0 0 | I | By CFSI |
| Common units representing limited partner interests | 01/24/2011 | | J ⁽¹⁾ | | 1,801,908 | A | \$ 0 1,801,908 | I | By Cornerstone Family Services LLC |

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| | | | | | | | | |
|---|------------|---------------------------|-----------|---|------|-----------|------------------------------------|------------------------------------|
| Common units representing limited partner interests | 01/24/2011 | <u>J⁽²⁾</u> | 1,801,908 | D | \$ 0 | 0 | I | By Cornerstone Family Services LLC |
| Common units representing limited partner interests | 01/24/2011 | <u>J⁽¹⁾⁽²⁾</u> | 1,784,203 | A | \$ 0 | 1,784,203 | <u>D^{(3) (4)} (5)</u> | |
| Common units representing limited partner interests | 01/24/2011 | <u>J⁽¹⁾⁽²⁾</u> | 36,712 | A | \$ 0 | 36,712 | <u>D^{(3) (4)} (6)</u> | |
| Common units representing limited partner interests | 01/24/2011 | <u>J⁽¹⁾⁽²⁾</u> | 28,451 | A | \$ 0 | 28,451 | <u>D^{(3) (4)} (7)</u> | |

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. 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| MDC IV Trust U/T/A November 30, 2010 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404 | | | | See footnote (4) |
| MDC IV Associates Trust U/T/A November 30, 2010 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404 | | | | See footnote (4) |
| Delta Fund Trust U/T/A November 30, 2010 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404 | | | | See footnote (4) |

Signatures

| | |
|--|------------|
| /s/ MDC IV Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President | 01/26/2011 |
| __Signature of Reporting Person | Date |
| /s/ MDC IV Associates Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President | 01/26/2011 |
| __Signature of Reporting Person | Date |
| /s/ Delta Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President | 01/26/2011 |
| __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).
- Pro rata distribution by CFSI LLC, a Delaware limited liability company ("CFSI"), of common units representing limited partner interests in StoneMor Partners L.P. ("StoneMor") to its members, including MDC IV Trust U/T/A November 30, 2010 ("MDC IV Trust"), MDC IV Associates Trust U/T/A November 30, 2010 ("MDC IVA Trust") and Delta Trust U/T/A November 30, 2010 ("Delta Trust" and collectively with MDC IV Trust and MDC IVA Trust, the "Trusts") and Cornerstone Family Services LLC, a Delaware limited liability company ("Cornerstone").
- (1) Pro rata distribution by Cornerstone of common units representing limited partner interests in StoneMor to its members, including the Trusts.
 - (2) Voting and investment decisions for each of the Trusts are directed by Gen4 Trust Advisor LLC, a Delaware limited liability company (the "Trust Advisor"), of which Mr. Robert B. Hellman Jr. serves as the sole member and, in such capacity, has investment and voting control over the securities held by the Trusts. The Trust Advisor and Mr. Hellman file Section 16 reports separately from the Trusts.
 - (3) The Trusts may be deemed to be a Section 13(d) group that beneficially owns greater than 10% of the outstanding common units representing limited partner interests of StoneMor.
 - (4) The securities are held directly by MDC IV Trust. Of these securities, 206,987 common units were received by virtue of the distribution by CFSI and 1,577,216 common units were received by virtue of the distribution by Cornerstone.
 - (5) The securities are held directly by MDC IVA Trust. Of these securities, 3,189 common units were received by virtue of the distribution by CFSI and 33,523 common units were received by virtue of the distribution by Cornerstone.
 - (6) The securities are held directly by Delta Trust. Of these securities, 3,077 common units were received by virtue of the distribution by CFSI and 25,374 common units were received by virtue of the distribution by Cornerstone.
 - (7)

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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