

HELLMAN ROBERT B JR  
Form 4  
December 11, 2007

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HELLMAN ROBERT B JR

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)  
10/30/2007

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

C/O AMERICAN  
INFRASTRUCTURE MLP  
FUND,, 950 TOWER LANE, SUITE  
800

(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

FOSTER CITY, CA 94404

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units representing limited partner interests	10/30/2007		C <sup>(1)</sup>		1,059,945	A	\$ 0 <sup>(1)</sup>	1,073,477	I	By CFSI LLC <sup>(2)</sup> <sup>(3)</sup>
Common Units representing	12/07/2007		J <sup>(4)</sup>		1,073,477	D	\$ 0 0		I	By CFSI LLC <sup>(2)</sup> <sup>(3)</sup>

limited  
partner  
interests

Common  
Units

representing  
limited  
partner  
interests

12/07/2007

J<sup>(5)</sup>

912,455

A

\$ 0

912,455

I

By  
Cornerstone  
Family  
Services  
LLC <sup>(2)</sup> <sup>(3)</sup>

Common  
Units

representing  
limited  
partner  
interests

12/07/2007

J<sup>(6)</sup>

912,455

D

\$ 0

0

I

By  
Cornerstone  
Family  
Services  
LLC <sup>(2)</sup> <sup>(3)</sup>

Common  
Units

representing  
limited  
partner  
interests

12/07/2007

J<sup>(7)</sup>

903,490

A

\$ 0

903,490

I

By McCown  
De Leeuw &  
Co. IV, L.P.  
<sup>(2)</sup> <sup>(3)</sup>

Common  
Units

representing  
limited  
partner  
interests

12/07/2007

J<sup>(8)</sup>

18,590

A

\$ 0

18,590

I

By McCown  
De Leeuw &  
Co. IV  
Associates,  
L.P. <sup>(2)</sup> <sup>(3)</sup>

Common  
Units

representing  
limited  
partner  
interests

12/07/2007

J<sup>(9)</sup>

14,407

A

\$ 0

14,407

I

By Delta  
Fund LLC  
<sup>(2)</sup> <sup>(3)</sup>

Common  
Units

representing  
limited  
partner  
interests

5,000

D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Subordinated Units representing limited partner interests	\$ 0 <sup>(1)</sup>	10/30/2007		C <sup>(1)</sup>	1,059,945	<sup>(10)</sup> <sup>(10)</sup>	Common Units representing limited partner interests

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELLMAN ROBERT B JR C/O AMERICAN INFRASTRUCTURE MLP FUND, 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404	X	X		

## Signatures

/s/ Robert B.  
Hellman, Jr. 12/11/2007

\_\_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) CFSI LLC, a Delaware limited liability company ("CFSI"), converted 1,059,945 of its 4,239,782 subordinated units representing limited partner interests in StoneMor Partners L.P. ("StoneMor") into an equal number of common units representing limited partner interests in StoneMor pursuant to the terms of the First Amended and Restated Agreement of Limited Partnership of StoneMor, as amended (the "Partnership Agreement").
- (2) 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.
- (3) CFSI, MDCIV, MDCIVA, Delta, Cornerstone, MDC Management, Mr. McCown and Mr. De Leeuw file Section 16 reports separately from Mr. Hellman. Mr. Hellman disclaims beneficial ownership of the securities reported herein except to the extent of his

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pecuniary interest therein.

- (4) Pro rata distribution from CFSI to its members.
- (5) Pro rata distribution from CFSI, of which Cornerstone is a member.
- (6) Pro rata distribution from Cornerstone to its members.
- (7) Includes 104, 815 common units acquired by MDCIV in the pro rata distribution from CFSI, of which MDCIV is a member, and 798,675 common units acquired by MDCIV in the pro rata distribution from Cornerstone, of which MDCIV is a member.
- (8) Includes 1,615 common units acquired by MDCIVA in the pro rata distribution from CFSI, of which MDCIVA is a member, and 16,975 common units acquired by MDCIVA in the pro rata distribution from Cornerstone, of which MDCIVA is a member.
- (9) Includes 1,558 common units acquired by Delta in the pro rata distribution from CFSI, of which Delta is a member, and 12,849 common units acquired by Delta in the pro rata distribution from Cornerstone, of which Delta is a member.
- (10) Pursuant to the terms of the Partnership Agreement, each subordinated unit will convert into one common unit at the end of the subordination period, which will end once StoneMor meets the financial tests in the Partnership Agreement, but it generally cannot end before September 30, 2009. Because the tests for ending the subordination period for any three consecutive four-quarter periods ending on or after September 30, 2007 have been satisfied, 25% of the subordinated units were converted into an equal number of common units on October 30, 2007. Similarly, if those tests are also satisfied for any three consecutive four-quarter periods ending on or after September 30, 2008, an additional 25% of the subordinated units will convert into an equal number of common units. The second early conversion of subordinated units may not occur, however, until at least one year following the end of the period for the first early conversion of subordinated units.

### Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

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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