TALBOTT FENTON R

Form 4

November 09, 2012

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

OMB 3235-0287 Number:

Check this box if no longer subject to

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

January 31, Expires: 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TALBOTT FENTON R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

STONEMOR PARTNERS LP

(Check all applicable)

[STON] (Middle)

3. Date of Earliest Transaction

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

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

(Street)

(First)

SUITE B.

(Last)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

11/07/2012

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

6. Individual or Joint/Group Filing(Check

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

Reported

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

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities (Month/Day/Ye		Year)	(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or					
	Derivative				Disposed of (D)					
	Security				(Instr. 3, 4, and					
					5)					
				Code V	(Α) (Γ	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Phantom Units	(1)	11/07/2012		A	183.4382	(2)	(3)	common units	183.4382 (4)	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

TALBOTT FENTON R C/O STONEMOR PARTNERS L.P. 311 VETERANS HIGHWAY, SUITE B, LEVITTOWN, PA 19056



Signatures

/s/ Shirley Herman, Attorney-in-Fact

11/09/2012

**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).
- Each restricted phantom unit 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 a director or upon the occurrence of certain other events specified in Section 409A of the Internal Revenue Code of 1986, as amended.
- (2) See Footnote 1.
- (3) See Footnote 1.
- (4) The reporting person received these restricted phantom units pursuant to the StoneMor Partners L.P. Long-Term Incentive Plan, as amended, in lieu of payment to the reporting person of \$4,375 which represents a portion of his annual director's retainer fee.
- 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. 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.

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