

STONEMOR PARTNERS LP
Form 4
October 28, 2013

FORM 4

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

OMB APPROVAL

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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 *
STACHE MICHAEL LEE

(Last) (First) (Middle)

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

(Street)

LEVITTOWN, PA 19056

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2013

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) _____ Other (specify below)
Senior Vice President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Units representing limited partner interests	10/24/2013		M		71,875	A	\$ 18.8
Common Units representing limited	10/24/2013		D		52,660	D	\$ 25.66

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- (1) The reporting person was granted 75,000 Unit Appreciation Rights pursuant to a Unit Appreciation Rights Agreement, dated as of December 16, 2009, 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. All of the UARs granted pursuant to the Agreement vest pursuant to a formula set forth in the Agreement.

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.