

STONEMOR PARTNERS LP

Form 4

November 20, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
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)
950 TOWER LANE, SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2014

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

FOSTER CITY, CA 94404

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

(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	11/19/2014		S ⁽¹⁾⁽⁴⁾		11,000	D	\$ 25.84 (2)
Common units representing limited partner interests					15,911	D	

By American Cemeteries Infrastructure Investors, LLC ⁽³⁾

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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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Robert B.
Hellman Jr. 11/20/2014

__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) The sales of common units representing limited partner interests ("common units") in StoneMor Partners L.P. (the "Company") by American Cemeteries Infrastructure Investors, LLC ("ACII") reported herein were matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, to the extent of the Reporting Person's pecuniary interest therein, with the Reporting Person's purchases, pursuant to a Rule 10b5-1 plan adopted on November 11, 2013, of common units at prices ranging between \$23.81 and \$23.82 on June 2, 2014. The Reporting Person has agreed to pay to the Company, upon settlement of the sales reported herein, the profit realized by the Reporting Person in connection with the short-swing transaction, less transaction costs.
- (2) The price reported in Column 4 is a weighted average price. The common units were sold in multiple transactions at prices ranging from \$25.70-25.95, inclusive. The Reporting Person undertakes to provide to the Company, any holder of common units, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units sold at each separate

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price within the range set forth in this footnote (2) to this Form 4.

- (3) ACII is managed by its manager, AIM Universal Holdings, LLC ("AUH"), and is owned by its members: American Infrastructure MLP Fund II, L.P. ("AIM II"), American Infrastructure MLP Founders Fund II, L.P. ("AIM FF II") and AIM II Delaware StoneMor, Inc. ("AIM II StoneMor"). AIM II StoneMor is owned by American Infrastructure MLP Management II, L.L.C. ("AIM Management II") and AIM II Offshore, L.P. ("AIM II Offshore"). AIM Management II is the general partner of AIM II, AIM FFII and AIM II Offshore. The Reporting Person is a managing member of AIM Management II, the president of AIM II StoneMor and a member of AUH. The Reporting Person shares the power to vote or dispose of these units and therefore may be deemed to have voting and investment power with respect to such units.

- (4) The common units sold represent quarterly distributions in kind issued to ACII by the Company on November 14, 2014 on the common units held by ACII. These quarterly distributions are made in lieu of quarterly cash distributions, which are declared and paid on all other outstanding common units of the Company, and are customarily paid by master limited partnerships invested in by the member funds of ACII: AIM II, AIM FF II and AIM II Offshore (collectively, the "Member Funds"). The sale of these quarterly distribution units by ACII does not change the Member Funds' or the Reporting Person's respective underlying ownership interests in the Company; rather it was effected pursuant to a Rule 10b5-1 trading plan adopted by ACII on August 20, 2014, to convert the quarterly distribution units received by ACII to cash in order to permit the Member Funds to make quarterly cash distributions to their respective investors, consistent with their stated strategy of doing so.

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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