

STONEMOR PARTNERS LP
Form 4
December 27, 2007

FORM 4

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

OMB APPROVAL

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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 MANAGEMENT CO IV LLC

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)
12/21/2007

____ Director
____ Officer (give title below)
 10% Owner
____ 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Units representing limited partnership interests	12/21/2007		S ⁽¹⁾		903,490	D	\$ 19.15 0 <u>(2)</u>	By McCown De Leeuw and Co. IV, L.P. ⁽³⁾
Common Units representing limited partnership interests	12/21/2007		S ⁽¹⁾		18,590	D	\$ 19.15 0 <u>(2)</u>	By McCown De Leeuw and Co. IV Associates, L.P. ⁽³⁾

Common Units representing limited partnership interests	12/21/2007	\$ 19.15 0 <u>(2)</u>	S ⁽¹⁾	14,407	D	I	By Delta Fund, LLC <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Repor 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 MANAGEMENT CO IV LLC 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404		X		
De Leeuw David 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404		X		
Delta Fund, LLC 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404		X		

McCown De Leeuw & Co. IV Associates, L.P.
 950 TOWER LANE X
 SUITE 800
 FOSTER CITY, CA 94404

McCown De Leeuw & Co. IV, L.P.
 950 TOWER LANE X
 SUITE 800
 FOSTER CITY, CA 94404

Signatures

/s/ Robert B. Hellman, Jr., Managing Member 12/21/2007
 __Signature of Reporting Person Date

David E. De Leeuw, by Pamela Swain, Attorney-In-Fact 12/21/2007
 __Signature of Reporting Person Date

Delts Fund, LLC, by Robert B. Hellman, Jr., Member 12/21/2007
 __Signature of Reporting Person Date

McCown De Leeuw & Co. IV Associates, L.P., by MDC Management Co. IV, LLC, by Robert B. Hellman, Jr., Managing Member 12/21/2007
 __Signature of Reporting Person Date

McCown De Leeuw & Co. IV, L.P., by MDC Management Co. IV, LLC, by Robert B. Hellman, Jr., Managing Member 12/21/2007
 __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).

The sale of common units representing limited partner interests (the "Units") by McCown De Leeuw and Co. IV, L.P., a California limited partnership ("MDCIV"), McCown De Leeuw and Co. IV Associates, L.P., a California limited partnership ("MDCIVA") and Delta Fund, LLC, a California limited liability company ("Delta"), was part of an underwritten offering discussed in the definitive prospectus supplement of StoneMor Partners L.P. (the "Issuer") dated December 17, 2007 and filed with the Securities and Exchange Commission (the "Commission") on December 18, 2007, supplementing the prospectus dated December 7, 2007 filed as part of the Issuer's registration statement on Form S-3 (File No. 333-144453) with the Commission on July 10, 2007. The offering closed and the Units were sold on December 21, 2007.

Pursuant to the Purchase Agreement dated December 17, 2007 among Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters identified therein, the Issuer and the selling unitholders identified therein, the purchase price paid by the underwriters for the Units reflected the underwriting discount.

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. MDCIV, MDCIVA, MDC Management and Messrs. Hellman and McCown file Section 16 reports separately from the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

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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