

STONEMOR PARTNERS LP

Form 4

July 05, 2017

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 *
LAUTMAN MARTIN R

(Last) (First) (Middle)

**C/O STONEMOR PARTNERS
L.P., 3600 HORIZON
BOULEVARD**

(Street)

TREVOSE, PA 19053

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/03/2017

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common units representing limited partner interests	07/03/2017		P ⁽¹⁾	520	A \$ 9.54 (2)	140,786	D
Common units representing limited					5,642 ⁽³⁾	I	By StoneMor GP Holdings

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partner interests				LLC ⁽⁴⁾ ⁽⁵⁾
Common units representing limited partner interests	3,500	I		By Spouse
Common units representing limited partner interests	2,000	I		By J. Lautman Trust ⁽⁶⁾
Common units representing limited partner interests	2,000	I		By P. Lautman Trust ⁽⁶⁾

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer Other

LAUTMAN MARTIN R
C/O STONEMOR PARTNERS L.P.
3600 HORIZON BOULEVARD
TREVISO, PA 19053

X

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

07/05/2017

__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 purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 16, 2016.
- (2) The price reported in Column 4 is a weighted average price. The common units were purchased in multiple transactions at prices ranging from \$9.50-9.59, inclusive. The Reporting Person undertakes to provide to StoneMor Partners, L.P. (the "Partnership"), any holder of common units of the Partnership, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth in this footnote (2) to this Form 4.
- (3) Represents the proportionate interest of the Reporting Person in 2,332,878 common units of the Partnership issued and sold to StoneMor GP Holdings LLC ("GP Holdings") by the Partnership, which purchase was funded by the purchase of common units of GP Holdings by a trust for the pecuniary benefit of American Cemeteries Infrastructure Investors, LLC.
- (4) The Reporting Person is a member of GP Holdings.
- (5) The Reporting Person disclaims beneficial ownership of the common units except to the extent of his pecuniary interest therein.
- (6) These common units are held in a trust for the benefit of the Reporting Person's child. The Reporting Person's spouse is trustee of the trust.

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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