

STONEMOR PARTNERS LP
Form 4
December 02, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)
11/30/2010

____ 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 (D) Price			
Common Units representing limited partnership interests	11/30/2010		J(1)(2)(3)	V 2,119,891 D \$ 0 0		I	by CFSI LLC (4)

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

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SEC 1474 (9-02)

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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 Owned Following Transaction (Instr. 5)
				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
MDC MANAGEMENT CO IV LLC 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404		X		
McCown De Leeuw & Co. IV, L.P. 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404		X		
McCown De Leeuw & Co. IV Associates, L.P. 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404		X		
Delta Fund, LLC 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404		X		

Signatures

/s/ MDC Management Company IV, LLC, by Robert B. Hellman, Jr., Managing Member	12/02/2010
**Signature of Reporting Person	Date
/s/ McCown De Leeuw & Co. IV, L.P., by MDC Management Company IV, LLC, by Robert B. Hellman, Jr., Managing Member	12/02/2010
**Signature of Reporting Person	Date
/s/ McCown De Leeuw & Co. IV Associates, L.P., by MDC Management Company IV, LLC, by Robert B. Hellman, Jr., Managing Member	12/02/2010

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__Signature of Reporting Person

Date

/s/ Delta Fund LLC, by MDC Management Company IV, LLC, by Robert B. Hellman, Jr.,
Managing Member

12/02/2010

__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).

This Form 4 is being filed to report the transfer by McCown De Leeuw & Co. IV, L.P., a California limited partnership ("MDCIV"), McCown De Leeuw & Co. IV Associates, L.P., a California limited partnership ("MDCIVA"), and Delta Fund LLC, a California limited liability company ("Delta" and, collectively with MDCIV and MDCIVA, the "MDC Funds"), of the MDC Funds' respective interests in CFSI LLC, a Delaware limited liability company ("CFSI") and Cornerstone Family Services LLC, a Delaware limited liability company ("Cornerstone"), which has an equity interest in CFSI, to three newly formed liquidating trusts.

- (1) 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. Messrs. 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 and, prior to such transfers, shared investment and voting control over the securities previously held by MDCIV and MDCIVA. Prior to such transfers, Messrs. Hellman and McCown also shared investment and voting control over the securities previously held by Delta.
- (2) Messrs. Hellman, McCown and De Leeuw file Section 16 reports separately from the Reporting Persons.

The common units representing limited partnership interests in StoneMor Partners L.P. reflected on this report are held directly by CFSI.

- (4) Each Reporting Person 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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