

Kelly Dina S
 Form 4
 March 21, 2018

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 *
 Kelly Dina S

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/19/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 See Remarks

(Street)
 TREVOSE, PA 19053

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	03/19/2018		M		983 ⁽¹⁾ / ₍₂₎	A	⁽¹⁾ / ₍₂₎ 983	D

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

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displays a currently valid OMB control number.

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. Amount or Number of Shares
Restricted Phantom Units	(1)	03/19/2018		A	1,968	(1) (1)	Common Units	1,968
Restricted Phantom Units	(3)	03/19/2018		A	10,031	(3) (3)	Common Units	10,031
Restricted Phantom Units	(4)	03/19/2018		A	11,827	(4) (4)	Common Units	11,827

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Dina S C/O STONEMOR PARTNERS L.P. 3600 HORIZON BOULEVARD TREVOSE, PA 19053			See Remarks	

Signatures

/s/ Shirley Herman, 03/21/2018
Attorney-in-Fact

**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) On March 19, 2018, the reporting person was granted 2,951 phantom units vesting in three equal annual installments with the first installment of 983 phantom units vested on grant and the second and third installments vesting on August 15, 2018 and August 15, 2019, respectively, pursuant to a Key Employee Unit Agreement (the "Agreement"), entered into as of March 19, 2018, by and between StoneMor GP and the reporting person. Each such phantom unit represents a contingent right to receive one common unit representing

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a limited partner interest or, at the discretion of the compensation committee of the Board of Directors of StoneMor GP, the cash equivalent of the fair market value of a common unit, in each case, conditioned upon satisfying certain time and other conditions.

- (2) On March 19, 2018, 983 time vested units vested pursuant to the Agreement, except that the issuance of certificates evidencing Common Units is conditioned upon satisfying (i) certain provisions of the StoneMor Partners L.P. 2014 Long-Term Incentive Plan and (ii) the payment of all applicable taxes.

- (3) On March 19, 2018, the reporting person was granted 10,031 phantom units vesting in three equal annual installments on each April 3 (or first business day thereafter) commencing on April 3, 2018 pursuant to a Key Employee Unit Agreement, entered into as of March 19, 2018, by and between StoneMor GP and the reporting person. Each such phantom unit represents a contingent right to receive one common unit representing a limited partner interest or, at the discretion of the compensation committee of the Board of Directors of StoneMor GP, the cash equivalent of the fair market value of a common unit, in each case, conditioned upon satisfying certain time and other conditions.

- (4) On March 19, 2018, the reporting person was granted 11,827 phantom units vesting in three equal annual installments on each April 3 (or first business day thereafter) commencing on April 3, 2019 pursuant to a Key Employee Unit Agreement, entered into as of March 19, 2018, by and between StoneMor GP and the reporting person. Each such phantom unit represents a contingent right to receive one common unit representing a limited partner interest or, at the discretion of the compensation committee of the Board of Directors of StoneMor GP, the cash equivalent of the fair market value of a common unit, in each case, conditioned upon satisfying certain time and other conditions.

Remarks:

The reporting person's title is National Vice-President of Sales and Marketing. The filing of this statement shall not be construed

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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