#### TALBOTT FENTON R

Form 4

February 19, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* TALBOTT FENTON R

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

STONEMOR PARTNERS LP

(Check all applicable)

[STON]

02/14/2013

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

C/O STONEMOR PARTNERS L.P., 311 VETERANS HIGHWAY,

SUITE B.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LEVITTOWN, PA 19056

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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| 1. Title of                          | 2.                  | 3. Transaction Date |                    | 4.                    |  | 5. Number of |                 | 6. Date Exercisable and |                       | 7. Title and Amount of |                            |
|--------------------------------------|---------------------|---------------------|--------------------|-----------------------|--|--------------|-----------------|-------------------------|-----------------------|------------------------|----------------------------|
| Derivative                           | Conversion          | (Month/Day/Year)    | Execution Date, if | TransactionDerivative |  |              | Expiration Date |                         | Underlying Securities |                        |                            |
| Security                             | or Exercise         |                     | any                | Code                  |  | Securities   |                 | (Month/Day/Year)        |                       | (Instr. 3 and 4)       |                            |
| (Instr. 3)                           | Price of Derivative |                     | (Month/Day/Year)   | (Instr.               | r. 8) Acquired (A) or<br>Disposed of (D) |              |                 |                         |                       |                        |                            |
|                                      | Security            |                     | (Instr. 3, 4, and  |                       |  |              |                 |                         |                       |                        |                            |
|                                      | Security            |                     |                    |                       |  | 5)           | IG              |                         |                       |                        |                            |
|                                      |                     |                     |                    | Code                  | V  | (A)          | (D)             | Date<br>Exercisable     | Expiration Date       | Title                  | Amount of Number of Shares |
|                                      |                     |                     |                    |                       |  |              |                 |                         |                       |                        | Silaics                    |
| Distribution<br>Equivalent<br>Rights | (1)                 | 02/14/2013          |                    | A                     |  | 316.6743     |                 | (2)                     | (3)                   | common units           | 316.674                    |

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

TALBOTT FENTON R C/O STONEMOR PARTNERS L.P. 311 VETERANS HIGHWAY, SUITE B, LEVITTOWN, PA 19056



# **Signatures**

/s/ Shirley Herman, Attorney-in-Fact

02/19/2013

\*\*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 distribution equivalent rights accrue on restricted phantom units representing limited partner interests and become payable, in cash or common units, at the election of the issuer, upon the separation of the reporting person from service as a director or upon the occurrence of certain other events specified in Section 409A of the Internal Revenue Code of 1986, as amended. Each distribution equivalent right is the economic equivalent of one common unit representing limited partner interests.
- (2) See Footnote 1.
- (3) See Footnote 1.

Represents restricted phantom units allocated to the reporting person's deferred compensation account, including distribution equivalent rights credited to such person's deferred compensation account in the form of phantom units and accrued on all phantom units allocated or credited to such account.

#### **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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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