McCown George Edwin Form 4 December 02, 2010

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

OMB APPROVAL OMB

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may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McCown George Edwin

2. Issuer Name and Ticker or Trading

Symbol

STONEMOR PARTNERS LP [STON]

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 11/30/2010

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

5. Relationship of Reporting Person(s) to

950 TOWER LANE, SUITE 800 (Street)

(State)

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

Person

Issuer

FOSTER CITY, CA 94404

(Instr. 3) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	(City)	(State)	(Zip) Table	I - Non-Der	ivat	ive Securities	Acquire	ed, Di	isposed of, or Be	eneficially Ov	wned
	Security		Execution Date, if any	Code	n V	or Disposed of	of (D) ad 5) (A) or		Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	of Indirect Beneficial Ownership

Common Units

representing 11/30/2010 limited

 $J^{(1)(2)(3)}$ V 2,119,891 D \$0

By CFSI I LLC (4)

partnership interests

Common Units

representing 5,000 D

limited partnership interests

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Expir Exercisable Date	Expiration	Title	Number		
							Date	11110	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationship	OS

Director 10% Owner Officer Other

McCown George Edwin 950 TOWER LANE **SUITE 800** FOSTER CITY, CA 94404

X

Signatures

/s/ George E. 12/02/2010 McCown

**Signature of Date

Reporting Person

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, over which the Reporting Person has no influence or control.

(2)

Reporting Owners 2

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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. The Reporting Person, Mr. Robert B. Hellman, Jr. and Mr. David 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, the Reporting Person and Mr. Hellman also shared investment and voting control over the securities previously held by Delta.

- (3) The MDC Funds, MDC Management and Messrs. Hellman and DeLeeuw file Section 16 reports separately from the Reporting Person.
 - The common units representing limited partnership interests in StoneMor Partners L.P. reflected on this report are held directly by CFSI.
- (4) The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his 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. 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.