De Leeuw David Form 4 December 02, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

if no longer

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * De Leeuw David

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

STONEMOR PARTNERS LP

(Check all applicable)

[STON]

(Last) (First) 3. Date of Earliest Transaction

Director Officer (give title below)

10% Owner Other (specify

C/O LION CAPITAL LLC. 535 MADISON AVENUE, 4TH FLOOR

> (Street) 4. If Amendment, Date Original

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

Filed(Month/Day/Year)

(Month/Day/Year)

11/30/2010

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 6. 7. Nature

1. Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if Transaction Code (Month/Day/Year) (Instr. 8)

or Disposed of (D) (Instr. 3, 4 and 5)

Amount

Securities Beneficially Owned

Following

Ownership Form: Direct (D) or Indirect

of Indirect Beneficial Ownership (Instr. 4)

(A) or

Reported (I) Transaction(s) (Instr. 4)

(Instr. 3 and 4)

(D) Price

0

\$0

Common

Units

representing 11/30/2010 limited

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

V

Code

By CFSI I LLC (4)

partnership interests

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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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired	cquired					Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Name la sur		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
roporting o viter runner runners	Director	10% Owner	Officer	Other		
De Leeuw David C/O LION CAPITAL LLC 535 MADISON AVENUE, 4TH FLOOR NEW YORK, NY 10022		X				

Signatures

/s/ David E. De Leeuw, by Darren DeStefano, Attorney-in-Fact

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

- (1) 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.
 - 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. George E. McCown and Mr. Robert B. Hellman,
- (2) Jr. 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.
- (3) The MDC Funds, MDC Management, and Messrs. Hellman and McCown file Section 16 reports separately from the Reporting Person.

Reporting Owners 2

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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.