

STONEMOR PARTNERS LP

Form 4

December 26, 2007

FORM 4

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

OMB APPROVAL

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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 *
HELLMAN ROBERT B JR

(Last) (First) (Middle)

C/O AMERICAN INFRASTRUCTURE MLP FUND, 950 TOWER LANE, SUITE 800

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STONEMOR PARTNERS LP [STON]

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

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 partner interests	12/21/2007		S ⁽¹⁾		903,490	D	\$ 19.15 ⁽²⁾ 0
Common Units representing	12/21/2007		S ⁽¹⁾		18,590	D	\$ 19.15 ⁽²⁾ 0

By McCown De Leeuw & Co. IV, L.P. ⁽³⁾

By McCown De Leeuw

limited
partner
interests

& Co. IV
Associates,
L.P. ⁽³⁾

Common
Units

representing 12/21/2007
limited
partner
interests

S⁽¹⁾ 14,407 D \$ 19.15 0 I
(2)

By Delta
Fund LLC
(3)

Common
Units

representing
limited
partner
interests

5,000 D

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

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(9-02)

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 Beneficially Owned (Instr. 3 and 4)
				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
HELLMAN ROBERT B JR C/O AMERICAN INFRASTRUCTURE MLP FUND 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404	X	X		

Signatures

/s/ Robert B.
Hellman, Jr.

12/26/2007

__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) The sale of common units representing limited partner interests (the "Units") by McCown De Leeuw and Co. IV, L.P. ("MDCIV"), McCown De Leeuw and Co. IV Associates, L.P. ("MDCIVA") and Delta Fund, LLC ("Delta") was part of an underwritten offering discussed in the definitive prospectus supplement of StoneMor Partners L.P. (the "Issuer") dated December 17, 2007 and filed with the Securities and Exchange Commission (the "Commission") on December 18, 2007, supplementing the prospectus dated December 7, 2007 filed as part of the Issuer's registration statement on Form S-3 (File No. 333-144453) with the Commission on July 10, 2007. The offering closed and the Units were sold on December 21, 2007.
 - (2) Pursuant to the Purchase Agreement dated December 17, 2007 among Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters identified therein, the Issuer and the selling unitholders identified therein, the purchase price paid by the underwriters for the Units reflected the underwriting discount.
 - (3) 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. 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. Messrs. Hellman, McCown and De Leeuw, collectively, have investment and voting control over the securities held by Delta. MDCIV, MDCIVA, Delta, MDC Management, Mr. McCown and Mr. De Leeuw file Section 16 reports separately from Mr. Hellman. Mr. Hellman disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

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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