

Ford James Steven
 Form 4
 April 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Ford James Steven

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)

3. Date of Earliest Transaction (Month/Day/Year)
 04/03/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 COO and Senior Vice President

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

(Street)

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

TREVOSE, PA 19053

(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 partner interests | 04/03/2019 | | M | | 4,549 | A | $\frac{(1)}{(2)}$ 20,942 | D |

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

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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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Phantom Units | (1) (2) | 04/03/2019 | | M | 4,549 | (1)(2) (1)(2) | Common Units | 4,549 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ford James Steven C/O STONEMOR PARTNERS L.P. 3600 HORIZON BOULEVARD TREVOSE, PA 19053 | | | COO and Senior Vice President | |

Signatures

/s/ Lauren N. Kurtz,
Attorney-in-Fact

04/05/2019

**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).
- On March 19, 2018, the reporting person was granted 13,647 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 (the "2018 Award Agreement"), entered into as of March 19, 2018, by and between StoneMor GP LLC, the general partner of StoneMor Partners L.P. ("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.
- (1) ("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.
 - (2) On April 3, 2019, 4,549 common units vested pursuant to the 2018 Award Agreement.

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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.

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