

STONEMOR PARTNERS LP
 Form 4
 July 29, 2014

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 *
LAUTMAN MARTIN R

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)
07/27/2014

Director 10% Owner
 Officer (give title below) 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)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Units representing limited partner interests | 07/27/2014 | | M | | 15,000 | A | \$ 18.8 |
| Common Units representing limited | 07/27/2014 | | D | | 11,487 | D | \$ 24.55 |
| | | | | | 140,664 | D | |
| | | | | | 129,177 | D | |

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- (1) The reporting person was granted 15,000 Unit Appreciation Rights ("UARs") pursuant to a Director Unit Appreciation Rights Agreement (the "Agreement"), dated as of December 16, 2009, under the StoneMor Partners L.P. Long-Term Incentive Plan, as amended, between the reporting person and StoneMor GP LLC. All of the UARs granted pursuant to the Agreement vested pursuant to a formula set forth in the Agreement.

Remarks:

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