#### HELLMAN ROBERT B JR

Form 4

November 16, 2009

subject to

Section 16.

FORM A		OMB APPROVAL		
I CITIVI T	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB	0005.00	
	Washington, D.C. 20549	Number:	3235-028	
Check this box	S /	Expires:	January 3	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HELLMAN ROBERT B JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			STONEMOR PARTNERS LP [STON]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X DirectorX 10% Owner Officer (give title Other (specify		

950 TOWER LANE, SUITE 800 11/13/2009

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

Person

### FOSTER CITY, CA 94404

(City)	(State)	(Zip)	Table I	- Non-Derivativ	e Securitie	s Acquire	d, Dispose	ed of, or	Beneficially	Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	cquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	or Disposed of	(D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
					(4)	Reported	(I)	
					(A)	Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		
			Coue v	Amount	(D) Flice			
Common								

Common Units

By CFSI representing  $C^{(1)}$ 2,119,891 A 2,119,891 LLC (2) 11/13/2009 Ι limited (3)

partner interests

Common

Units representing 5,000 D limited

partner interests

3235-0287 January 31, 2005

0.5

Estimated average

burden hours per

response...

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transactio Code (Instr. 8)	TransactionDerivative Code Securities		cisable and late /Year)	7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Subordinated Units representing limited partner interests	\$ 0 (1)	11/13/2009		C <u>(1)</u>	2,119,891	<u>(4)</u>	<u>(4)</u>	Common Units representing limited partner interests	2,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HELLMAN ROBERT B JR 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404	X	X					

# **Signatures**

/s/ Shirley Herman, Attorney-in-Fact

\*\*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).
  - CFSI LLC, a Delaware limited liability company ("CFSI"), converted 2,119,891 subordinated units representing limited partner interests in StoneMor Partners L.P. ("StoneMor") into an equal number of common units representing limited partner interests in
- (1) StoneMor Partners L.P. ("StoneMor") into an equal number of common units representing limited partner interests in StoneMor pursuant to the terms of the Second Amended and Restated Agreement of Limited Partnership of StoneMor (the "Partnership Agreement").
- (2) 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, "MDC Funds"), collectively control CFSI. MDC Funds also collectively control Cornerstone Family Services LLC, a Delaware limited liability company ("Cornerstone"), that has an equity interest in CFSI. MDC Management Company IV, LLC, a California limited liability company ("MDC Management"), is the general partner of MDCIV and MDCIVA and, as such,

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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 and McCown collectively have investment and voting control over the securities held by Delta.

- CFSI, MDCIV, MDCIVA, Delta, Cornerstone, 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.
- Pursuant to the terms of the Partnership Agreement, each subordinated unit converted into one common unit on a one-for-one basis on the second business day following the distribution of available cash to partners of StoneMor with respect to the quarter ended September 30, 2009.

#### **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. 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.