

STONEMOR PARTNERS LP
Form 3
November 07, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â MDC MANAGEMENT CO IV LLC			(Month/Day/Year) 11/05/2008		STONEMOR PARTNERS LP [STON]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
950 TOWER LANE,Â SUITE 800			(Check all applicable)			
(Street)			___ Director		__X__ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person
FOSTER CITY,Â CAÂ 94404			___ Officer		___ Other	
(City)	(State)	(Zip)	(give title below)		(specify below)	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units representing limited partnership interests	1,059,946	I	By CFSI LLC <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	(Instr. 4)					(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)
Subordinated Units representing limited partnership interest	Â (3)	Â (3)	Common Units of limited partnership interests 2,119,891	\$ 0 (3)	I	By CFSI LLC (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MDC MANAGEMENT CO IV LLC 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404	Â	Â X	Â	Â
De Leeuw David 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404	Â	Â X	Â	Â
Delta Fund, LLC 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404	Â	Â X	Â	Â
McCown De Leeuw & Co. IV Associates, L.P. 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404	Â	Â X	Â	Â
McCown De Leeuw & Co. IV, L.P. 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404	Â	Â X	Â	Â
CORNERSTONE FAMILY SERVICES LLC 155 RITTENHOUSE CIRCLE BRISTOL, PA 19007	Â	Â X	Â	Â
Cornerstone Family Services, Inc. 155 RITTENHOUSE CIRCLE BRISTOL, PA 19007	Â	Â X	Â	Â

Signatures

/s/ MDC Management Co. IV, LLC, by Robert B. Hellman, Jr., Managing Member	11/06/2008
__Signature of Reporting Person	Date
David E. DeLeeuw, by Pamela Swain, Attorney-In-Fact	11/06/2008
__Signature of Reporting Person	Date
Delta Fund LLC, by Robert B. Hellman, Jr., Managing Member	11/06/2008
__Signature of Reporting Person	Date
McCown De Leeuw & Co. IV Associates, L.P., by MDC Management Co. IV, LLC, by Robert B. Hellman, Jr., Managing Member	11/06/2008
__Signature of Reporting Person	Date
McCown De Leeuw & Co. IV, L.P., by MDC Management Co. IV, LLC, by Robert B. Hellman, Jr., Managing Member	11/06/2008
__Signature of Reporting Person	Date
Cornerstone Family Services LLC, by Robert B. Hellman, Jr., Manager	11/06/2008
__Signature of Reporting Person	Date
Cornerstone Family Services, Inc., by Robert B. Hellman, Jr., Manager	11/06/2008
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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 LLC, a Delaware limited liability company ("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, 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.

(2) Messrs. Hellman and McCown file Section 16 reports separately from the Reporting Persons. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(3) Each subordinated unit will convert into one common unit at the end of the subordination period, which will end once StoneMor Partners L.P. ("StoneMor") meets the financial tests in the First Amended and Restated Agreement of Limited Partnership of StoneMor, as amended (the "Partnership Agreement"), but it generally cannot end before September 30, 2009. Because the tests for ending the subordination period for any three consecutive four-quarter periods ending on or after September 30, 2008 have been satisfied, 25% of the subordinated units were converted into an equal number of common units on November 5, 2008.

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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