

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person -<br><b>FREEDMAN ALLEN</b><br>(Last) (First) (Middle)<br><b>C/O STONEMOR PARTNERS<br/>L.P., 3600 HORIZON BOULEVARD</b><br>(Street)<br><b>TREVOSE, PA 19053</b><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>STONEMOR PARTNERS LP [ STON ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>11/16/2016</b>  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)  |   |   |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned                                     |  |   |   |                                 |   |  |       |   |   |  |                                  |   |  |   |  |
|--|--|---|---|---------------------------------|---|--|-------|---|---|--|----------------------------------|---|--|---|--|
| 1. Title of Security<br>(Instr. 3)   | 2. Trans. Date   | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8)            |                                 | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |  |       | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                          |                                  |   |  |   |  |
|  |  |   | Code                                    | V                               | Amount  | (A) or<br>(D)  | Price |   |   |  |                                  |   |  |   |  |
| Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities) |  |   |   |                                 |   |  |       |   |   |  |                                  |   |  |   |  |
| 1. Title of Derivate<br>Security<br>(Instr. 3)   | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date                       | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |       | 6. Date Exercisable and<br>Expiration Date  |   | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |  |   |   | Code                            | V   | (A)  | (D)   | Date<br>Exercisable   | Expiration<br>Date  | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| Restricted<br>Phantom Units  | (1)  | 11/16/2016                              |   | A                               |   | 1986.0973  |       | (2)   | (2)   | common<br>units  | 1986.0973 (3)                    | \$10.07   | 34077.7163<br>(4)  | D   |  |

#### Explanation of Responses:

- ( Each restricted phantom unit representing limited partner interests is the economic equivalent of one common unit representing limited partner interests.
- 1) Restricted phantom units become payable, in cash or common units, at the election of the issuer, upon the separation of the reporting person from service as a director or upon the occurrence of certain other events specified in Section 409A of the Internal Revenue Code of 1986, as amended.
- ( See Footnote 1.
- 2)
- ( The reporting person received these restricted phantom units pursuant to the StoneMor Partners L.P. 2014 Long-Term Incentive Plan in lieu of payment to the
- 3) reporting person of \$20,000 which represents a portion of his annual director's retainer fee.
- ( Represents restricted phantom units allocated to the reporting person's deferred compensation account, including distribution equivalent rights that accrued
- 4) under StoneMor Partners L.P. 2014 Long-Term Incentive Plan and under StoneMor Partners L.P. Long-Term Incentive Plan, as amended, credited to such person's deferred compensation account in the form of phantom units and accrued on all phantom units allocated or credited to such account.

**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 Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any equity securities covered by this statement, or (b) that this statement is legally required to be filed by such person.

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FREEDMAN ALLEN<br>C/O STONEMOR PARTNERS L.P.<br>3600 HORIZON BOULEVARD<br>TREVOSE, PA 19053 | X             |           |         |       |

## Signatures

/s/ Shirley Herman, Attorney-in-Fact

11/17/2016

<sup>\*\*</sup>  
— Signature of Reporting Person

Date

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

\* 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).

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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