

Yost Timothy K.
Form 3
November 16, 2009

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 *

Yost Timothy K.

(Last) (First) (Middle)

C/O STONEMOR PARTNERS
L.P., 311 VETERANS
HIGHWAY, SUITE B

(Street)

LEVITTOWN, PA 19056

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/10/2009

3. Issuer Name and Ticker or Trading Symbol
STONEMOR PARTNERS LP [STON]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other
(give title below) (specify below)

Vice President

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

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

3,900

D A

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

SEC 1473 (7-02)

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

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
(Instr. 5)

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			(Instr. 4)		Price of	Derivative	
	Date	Expiration	Title	Amount or	Derivative	Security:	
	Exercisable	Date		Number of	Security	Direct (D)	
				Shares		or Indirect	
						(I)	(Instr. 5)
Restricted Phantom Units	Â (1)	Â (1)	common units	6,000	\$ (1)	D	Â
Unit Appreciation Rights	Â (2)	Â (3)	common units	10,000	\$ 24.14	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yost Timothy K. C/O STONEMOR PARTNERS L.P. 311 VETERANS HIGHWAY, SUITE B LEVITTOWN, PA 19056	Â	Â	Â Vice President	Â

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

11/12/2009

__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) On November 8, 2006, the reporting person was granted 12,000 restricted phantom units on a one-time basis pursuant to a Key Employee Restricted Phantom Unit Agreement (the "Key Employee Agreement"), dated November 8, 2006, under the StoneMor Partners L.P. Long-Term Incentive Plan, between the reporting person and StoneMor GP LLC, the general partner of and acting on behalf of StoneMor Partners L.P. (the "Issuer"), representing 12,000 performance vested units which vest pursuant to the formula set forth in the Key Employee Agreement. Each restricted phantom unit is the economic equivalent of one common unit representing limited partner interests of the Issuer. Restricted phantom units become payable, in cash or common units, at the election of the issuer, upon the full vesting of the restricted phantom units. The reporting person settled 6,000 performance units for 6,000 common units representing limited partner interests in the Issuer.

(2) The reporting person was granted 10,000 Unit Appreciation Rights ("UARs") pursuant to a Unit Appreciation Rights Agreement (the "Agreement"), dated as of November 27, 2006, under the StoneMor Partners L.P. Long-Term Incentive Plan, between the reporting person and StoneMor GP LLC. All of the UARs granted pursuant to the Agreement are performance vested UARs, which vest pursuant to a formula set forth in the Agreement. The UARs may be exercised only after vesting and to the extent vested.

(3) The UARs expire 5 years after the date of grant of November 27, 2006, provided that if the UARs have not fully vested at the end of such 5 year period, the 5 year period will automatically be extended for an additional 2 years.

Â

Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

TheÂ filingÂ ofÂ thisÂ statementÂ shallÂ notÂ beÂ construedÂ asÂ anÂ admissionÂ (a)Â thatÂ theÂ personÂ filingÂ this

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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