

Wellenbach Patricia D  
Form 4  
March 04, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wellenbach Patricia D

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)  
02/28/2019

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

C/O STONEMOR PARTNERS  
L.P., 3600 HORIZON  
BOULEVARD

(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

TREVOSE, PA 19053

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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

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  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                 |                            |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------|---------------------------------------------------------------------|-----------------|----------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | (A)                                                                                                    | (D)                                                            | Date<br>Exercisable | Expiration<br>Date                                                  | Title           | Amount<br>Number<br>Shares |
| Restricted<br>Phantom<br>Units                      | <u>(1)</u> <u>(2)</u>                                              | 02/28/2019                              |                                                             | A                                    | 2,192.9825                                                                                             |                                                                | <u>(1)(2)</u>       | <u>(1)(2)</u>                                                       | Common<br>Units | 2,192.9<br><u>(3)</u>      |
| Restricted<br>Phantom<br>Units                      | <u>(1)</u> <u>(2)</u>                                              | 02/28/2019                              |                                                             | A                                    | 1,225.4902                                                                                             |                                                                | <u>(1)(2)</u>       | <u>(1)(2)</u>                                                       | Common<br>Units | 1,225.4<br><u>(6)</u>      |

## Reporting Owners

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

## Signatures

/s/ Shirley Herman,  
Attorney-in-Fact

03/04/2019

\*\*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).

(1) On February 28, 2019, the restricted phantom units were credited to the reporting person's deferred compensation account in lieu of payment to the reporting person of a portion of her annual director's retainer fee. This crediting was delayed by the Compensation Committee's exercise of its discretion to defer such crediting because the issuer's Registration Statement on Form S-8 covering the issuance of the distribution equivalent rights was not available due to the issuer's failure to file certain reports required to be filed with the Securities and Exchange Commission.

(2) (Continued from footnote 1) Each restricted phantom unit representing limited partner interests is the economic equivalent of one common unit representing limited partner interests. 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.

(3) 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 reporting person of \$10,000 which represents a portion of her annual director's retainer fee.

(4) Reflects the closing price of the issuer's common units as reported by the New York Stock Exchange on the trading day immediately preceding the date on which the restricted phantom units would have been credited to the reporting person's deferred compensation account had the Compensation Committee not elected to exercise its discretion to defer such crediting.

(5) Represents restricted phantom units allocated to the reporting person's deferred compensation account, including distribution equivalent rights that accrued under StoneMor Partners L.P. 2014 Long-Term Incentive Plan and under StoneMor Partners L.P. Long-Term

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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.

- (6) 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 reporting person of \$5,000 which represents a portion of her annual director's retainer fee.

### 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

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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