

SERVICE CORPORATION INTERNATIONAL  
 Form 4  
 December 05, 2013

**FORM 4**

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

OMB APPROVAL

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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, 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 \*  
 WALTRIP R L

2. Issuer Name and Ticker or Trading Symbol  
 SERVICE CORPORATION INTERNATIONAL [SCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1929 ALLEN PARKWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/04/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board

HOUSTON, TX 77019  
 (City) (State) (Zip)

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                                       |
| Common Stock                    | 12/04/2013                           |                                                    | F                              |                                                                   | 85,632 (1)<br>\$ 18.225                                                                       | D                                                        |                                                       |
| Common Stock                    | 12/04/2013                           |                                                    | M                              |                                                                   | 189,400 (1)<br>\$ 8.24                                                                        | A                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | I                                                        | See Footnote (2)                                      |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | I                                                        | See Footnote (4)                                      |
|                                 |                                      |                                                    |                                |                                                                   | 470,133 (3)                                                                                   | I                                                        |                                                       |
|                                 |                                      |                                                    |                                |                                                                   | 367,150 (3)                                                                                   | I                                                        |                                                       |
|                                 |                                      |                                                    |                                |                                                                   | 101,234 (3)                                                                                   | I                                                        |                                                       |

|                 |        |   |  |  |  |                        |
|-----------------|--------|---|--|--|--|------------------------|
| Common<br>Stock |        |   |  |  |  | See<br>Footnote<br>(5) |
| Common<br>Stock | 48,934 | I |  |  |  | By 401(k)<br>Plan      |

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |         |                      |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------|----------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title   | Amount Number Shares |
| Employee Stock Option (right to buy)       | \$ 8.24                                                | 12/04/2013                           |                                                    | M                              | 189,400                                                                                 | 02/07/2009 02/07/2014                                    | Common Stock                                                  | 189,400 |                      |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                       |       |
|--------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                        | Director      | 10% Owner | Officer               | Other |
| WALTRIP R L<br>1929 ALLEN PARKWAY<br>HOUSTON, TX 77019 | X             |           | Chairman of the Board |       |

## Signatures

Curtis G. Briggs, Attorney-in-Fact for R. L. Waltrip  
 Signature: \_\_\_\_\_ Date: 12/05/2013

## 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) Transaction regarding exercise of stock option.

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- (2) The indicated shares are held in trusts under will of Wanda A. McGee.
- (3) Beneficial ownership of the indicated shares is disclaimed.
- (4) The indicated shares are held by three Wanda A. McGee 1972 Trusts.
- (5) The indicated shares are held by the Robert L. Waltrip Family Trusts.

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.