

GILLIS STEPHEN MALCOLM
 Form 4/A
 May 18, 2011

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 *
 GILLIS STEPHEN MALCOLM

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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/31/2008

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

1929 ALLEN PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/11/2011

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

HOUSTON, TX 77019

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock | 07/31/2008 | | P | | 54.558 | A | \$ 9.52 0 (1) |
| Common Stock | 10/31/2008 | | P | | 78.321 | A | \$ 6.66 0 (1) |
| Common Stock | 01/30/2009 | | P | | 114.842 | A | \$ 4.57 0 (1) |
| Common Stock | 04/30/2009 | | P | | 211.676 | A | \$ 4.65 0 (1) |
| Common Stock | 07/31/2009 | | P | | 163.178 | A | \$ 6.34 0 (1) |

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| | | | | | | | |
|--------------|------------|---|---------|---|----------|-------------------------------|---|
| Common Stock | 10/30/2009 | P | 105.391 | A | \$ 7.03 | 0 ⁽¹⁾ | D |
| Common Stock | 01/29/2010 | P | 97.017 | A | \$ 7.68 | 0 ⁽¹⁾ | D |
| Common Stock | 04/30/2010 | P | 80.27 | A | \$ 9.33 | 0 ⁽¹⁾ | D |
| Common Stock | 07/30/2010 | P | 100.977 | A | \$ 8.3 | 0 ⁽¹⁾ | D |
| Common Stock | 10/29/2010 | P | 104.137 | A | \$ 8.09 | 0 ⁽¹⁾ | D |
| Common Stock | 01/31/2011 | P | 97.076 | A | \$ 8.72 | 0 ⁽¹⁾ | D |
| Common Stock | 04/29/2011 | P | 138.835 | A | \$ 11.79 | 76,985.278 ^{(1) (2)} | D |

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.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GILLIS STEPHEN MALCOLM 1929 ALLEN PARKWAY HOUSTON, TX 77019 | X | | | |

Signatures

Curtis G. Briggs, Attorney-in-Fact for S. Malcolm
Gillis

05/18/2011

__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) All of the share purchases reported in this Form 4 were the result of dividend reinvestments in a broker account and were omitted from the Form 4's filed by the reporting person on and after August 1, 2008.
- (2) The reporting person owns 76,985.278 shares as of May 11, 2011.

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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