

SERVICE CORPORATION INTERNATIONAL

Form 4

May 11, 2015

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

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(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)
05/08/2015

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

HOUSTON, TX 77019

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

(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	(A) or (D)	Price
Common Stock	05/08/2015		M		152,835	A	\$ 11.175 932,940
Common Stock	05/08/2015		M		115,333	A	\$ 15.255 1,048,273
Common Stock	05/08/2015		M		893	A	\$ 17.405 1,049,166
Common Stock	05/08/2015		S		269,061	D	\$ 28.0016 780,105
Common Stock	05/11/2015		M		63,440	A	\$ 17.405 843,545

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Common Stock	05/11/2015	S	63,440	D	\$ <u>28.0399</u> ⁽¹⁾	780,105	D	
Common Stock						460,133	I	See Footnote <u>(2)</u>
Common Stock						367,150 <u>(3)</u>	I	See Footnote <u>(4)</u>
Common Stock						101,234 <u>(3)</u>	I	See Footnote <u>(5)</u>
Common Stock						51,014	I	By 401(k) Plan

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 11.175	05/08/2015		M		152,835		02/07/2015	02/07/2020	Common Stock	152,835
Employee Stock Option (right to buy)	\$ 15.255	05/08/2015		M		115,333		02/12/2015	02/12/2021	Common Stock	115,333
Employee Stock Option	\$ 17.405	05/08/2015		M		893		02/11/2015	02/11/2022	Common Stock	893

(right to
buy)

Employee

Stock

Option \$ 17.405 05/11/2015

M

63,440

02/11/2015

02/11/2022

Common
Stock

63,4

(right to
buy)

Reporting Owners

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

Signatures

Curtis G. Briggs, Attorney-in-Fact for R. L.
Waltrip

05/11/2015

**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).

- The shares were sold in multiple transactions ranging from \$28.00 to \$28.10 per share on 5/8/2015 and from \$28.00 to \$28.06 on 5/11/2015. The sale price reported above is the weighted average sales prices. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (1) 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.

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