

SERVICE CORPORATION INTERNATIONAL  
 Form 4  
 May 05, 2015

**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)  
**05/01/2015**

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	(A) or (D)	Price
Common Stock	05/01/2015		M		144,715	A	\$ 9.085
Common Stock	05/01/2015		S		144,715	D	\$ 28.0035
Common Stock	05/04/2015		M		2,450	A	\$ 9.085
Common Stock	05/04/2015		S		2,450	D	\$ 28.0135
							460,133
							I

Common Stock						See Footnote (2)
Common Stock				367,150 <sup>(3)</sup>	I	See Footnote (4)
Common Stock				101,234 <sup>(3)</sup>	I	See Footnote (5)
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.

**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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**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)	\$ 9.085	05/01/2015		M	144,715	02/08/2014	02/08/2019	Common Stock	144,715
Employee Stock Option (right to buy)	\$ 9.085	05/04/2015		M	2,450	02/08/2014	02/08/2019	Common Stock	2,450

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

