

Edgar Filing: SERVICE CORPORATION INTERNATIONAL - Form 8-A12B

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

NONE
(Title of Class)

2

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the debt securities to be registered is contained in the Prospectus Supplement dated June 18, 2001 and the Prospectus dated October 15, 1998, copies of which were electronically transmitted for filing with the Commission pursuant to Rule 424(b) on June 19, 2001 and October 15, 1998, respectively, each of which forms a part of the Registrant's Registration Statement on Form S-3 (No. 333-65711).

ITEM 2. EXHIBITS.

Exhibit No.	Description of Exhibit
4.1	2001 Subordinated Indenture dated as of June 22, 2001, between Service Corporation International and The Chase Manhattan Bank, as Trustee (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on June 27, 2001).
4.2	First Supplemental Indenture dated as of June 22, 2001, between Service Corporation International and The Chase Manhattan Bank, as Trustee, including the form of 6 3/4% Convertible Subordinated Note Due 2008 (incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K filed on June 27, 2001).

2

3

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: July 17, 2001

SERVICE CORPORATION INTERNATIONAL

By: /s/ James M. Shelger

James M. Shelger
Senior Vice President,
General Counsel and Secretary

INDEX TO EXHIBITS

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