# Edgar Filing: SERVICE CORPORATION INTERNATIONAL - Form 4

#### SERVICE CORPORATION INTERNATIONAL

Form 4

Common

Common

Stock

Stock

December 13, 2010

December 1.	3, 2010										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
	UNITED	STATES		$\mathbf{RITIES}$ $\mathbf{A}$ $\mathbf{Shington}$			NGE CO	OMMISSION	OMB Number:	3235-0287	
Check th if no long	ger								Expires:	January 31,	
subject to Section 1 Form 4 c	IENT OF	CHAN	IGES IN SECUE		ICIA	L OWN	ERSHIP OF	Estimated average burden hours per response 0			
Form 5 obligatio may cont See Instr 1(b).	Section 17(a	a) of the P	Public U		ding Con	npan	y Act of	Act of 1934, 1935 or Section	·		
(Print or Type l	Responses)										
1. Name and A WALTRIP							5. Relationship of Reporting Person(s) to Issuer				
		SERVICE CORPORATION INTERNATIONAL [SCI]					(Check all applicable)				
(Last) (First) (Middle)  1929 ALLEN PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 12/09/2010				i	_X_ Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4 If Δme	endment, D	ate Origina	1		6. Individual or Joi	nt/Group Filir	ng(Check	
	(3.1.1.)			nth/Day/Yea	_	1		Applicable Line) _X_ Form filed by O	ne Reporting Pe	erson	
HOUSTON	T, TX 77019							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Month/Day/Year) Execution Date any (Month/Day/Y			Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)  ay/Year) (Instr. 8)			(D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	12/09/2010			S	25,000	D	<u>(1)</u>	731,417	D		
Common Stock	12/10/2010			S	50,000	D	\$ 8.4435 (1)	681,417	D		

See

(2)

367,150

152,204

I

I

Footnote

By W.B.

Waltrip

#### Edgar Filing: SERVICE CORPORATION INTERNATIONAL - Form 4

			Trust
Common Stock	101,234	I	See Footnote (3)
Common Stock	151,466	I	See Footnote
Common Stock	994	I	See Footnote (5)
Common Stock	47,736	I	See Footnote (6)
Common Stock	450	I	By Spouse
Common Stock	6,000	I	See Footnote (7)
Common Stock	50,177	I	See Footnote (8)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Under Securi	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

(9-02)

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director 10% Owner (		Officer	Other			
WALTRIP W BLAIR							
1929 ALLEN PARKWAY	X						
HOUSTON, TX 77019							

## **Signatures**

Curtis G. Briggs, Attorney-in-Fact for W. Blair Waltrip

\*\*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 at prices ranging from \$8.35 to \$8.39 on December 9, 2010 and from \$8.40 to \$8.47 on December 10, 2010. The sale prices reported above are 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.
- The shares are held by three Wanda McGee 1972 Trusts. Mr. Waltrip expressly disclaims beneficial ownership of 2/3 of the indicated shares.
- The shares are held by the Robet L. Waltrip Family Trust. Mr. Waltrip expressly disclaims beneficial ownership of 2/3 of the indicated shares.
- The shares are held by one of the Robert L. and Claire H. Waltrip Children's Trusts, of which Mr. Waltrip is sole trustee and beneficiary.
- The shares are held by Mr. Waltrip as custodian for three of his children under the Texas UGMA and Mr. Waltrip expressly disclaims beneficial ownership of such shares.
- The shares are held by the William Blair Waltrip Children's Trusts of 1985 and Mr. Waltrip expressly disclaims beneficial ownership of such shares.
- The shares are held by seven Waltrip 1987 Grandchildrens' Trusts. Mr. Waltrip expressly disclaims beneficial ownership of such shares.
- (8) The shares are held by the John B. McGee and Wanda A. McGee Irrevocable Trusts. Mr. Waltrip expressly disclaims beneficial ownership of such shares.

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.

Reporting Owners 3