

SERVICE CORPORATION INTERNATIONAL  
 Form 4  
 May 08, 2015

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Hayes Joseph A

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)  
 05/07/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 V.P. Ethics & Business Conduct

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 Ownership (Instr. 4) |        |   |                               |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|--------|---|-------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                            |        |   |                               |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                            |        |   |                               |
| Common Stock                    | 05/07/2015                           |                                                    | M                              |                                                                   | 25,300                                                                                        | A                                                        | \$ 7.625                                   | 54,376 | D |                               |
| Common Stock                    | 05/07/2015                           |                                                    | M                              |                                                                   | 23,500                                                                                        | A                                                        | \$ 9.085                                   | 77,876 | D |                               |
| Common Stock                    | 05/07/2015                           |                                                    | S                              |                                                                   | 59,385                                                                                        | D                                                        | \$ 27.8347                                 | 18,491 | D |                               |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | (1)                                        |        |   |                               |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                            | 15,630 | I | By deferred compensation plan |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                            | 6,016  | I |                               |

Common  
Stock

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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(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 or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 7.625                                               | 05/07/2015                           |                                                    | M                              | 25,300                                                                                  | 02/09/2013 02/09/2018                                    | Common Stock                                                  | 25,300 |                            |
| Employee Stock Option (right to buy)       | \$ 9.085                                               | 05/07/2015                           |                                                    | M                              | 23,500                                                                                  | 02/08/2014 02/08/2019                                    | Common Stock                                                  | 23,500 |                            |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                                |       |
|-----------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                           | Director      | 10% Owner | Officer                        | Other |
| Hayes Joseph A<br>1929 ALLEN PARKWAY<br>HOUSTON, TX 77019 |               |           | V.P. Ethics & Business Conduct |       |

## Signatures

Curtis G. Briggs, Attorney-in-Fact for Joseph A. Hayes 05/08/2015

\_\_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 at prices ranging from \$27.7849 to \$27.90 per share. The sale price reported above is the  
(1) weighted average sales price. 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.

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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