

SERVICE CORPORATION INTERNATIONAL  
 Form 4  
 May 11, 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)  
 05/08/2015

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

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Common Stock	05/11/2015	S	63,440	D	\$ 28.0399 (1)	780,105	D	
Common Stock						460,133	I	See Footnote (2)
Common Stock						367,150 (3)	I	See Footnote (4)
Common Stock						101,234 (3)	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)	Amount Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of 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

