

SERVICE CORPORATION INTERNATIONAL  
 Form 4  
 November 18, 2009

**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 \*  
**WEBB MICHAEL R**

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)  
**11/16/2009**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec. V.P./Chief Op. Officer

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/16/2009		M		20,000 A \$ 5.065	470,008	D
Common Stock	11/16/2009		S		20,000 D \$ 7.547 (1)	450,008	D
Common Stock	11/17/2009		M		20,000 A \$ 5.065	470,008	D
Common Stock	11/17/2009		S		20,000 D \$ 7.5345 (1)	450,008	D
Common Stock						19,344	I By 401(k) plan

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

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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)	\$ 5.065	11/16/2009		M	20,000	02/13/2005 02/13/2010	Common Stock	20,000	
Employee Stock Option (right to buy)	\$ 5.065	11/17/2009		M	20,000	02/13/2005 02/13/2010	Common Stock	20,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEBB MICHAEL R 1929 ALLEN PARKWAY HOUSTON, TX 77019			Exec. V.P./Chief Op. Officer	

## Signatures

Michael R. Webb 11/18/2009

\_\_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 reported sales were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 11, 2009. The shares were sold in multiple transactions at prices ranging from \$7.50 to \$7.63 per share on November 16, 2009 and from \$7.44 to \$7.60 per

(1) share on November 17, 2009. The \$7.547 sale price reported above and the \$7.5345 sale price reported above are the weighted average sales prices on November 16, 2009 and November 17, 2009 respectively. 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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