

SERVICE CORPORATION INTERNATIONAL
 Form 4
 May 30, 2014

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 *
WALTRIP W BLAIR

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)
05/29/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 05/29/2014 | | S | 15,000 | D | \$ 19.9608 <u>(1)</u> | 32,736 | I | See Footnote ⁽²⁾ |
| Common Stock | | | | | | | 681,409 | D | |
| Common Stock | | | | | | | 212,000 | I | See Footnote ⁽³⁾ |
| Common Stock | | | | | | | 40,000 | I | By 1997 Grandchildren's Trust ⁽⁴⁾ |
| | | | | | | | 367,150 | I | See Footnote ⁽⁵⁾ |

| | | | | | | |
|--------------|--|---------|---|--|--|-----------------------------|
| Common Stock | | | | | | |
| Common Stock | | 152,204 | I | | | By W.B. Waltrip Trust |
| Common Stock | | 101,234 | I | | | See Footnote ⁽⁶⁾ |
| Common Stock | | 994 | I | | | See Footnote ⁽⁷⁾ |
| Common Stock | | 6,000 | I | | | See Footnote ⁽⁸⁾ |
| Common Stock | | 50,177 | I | | | See Footnote ⁽⁹⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

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

Signatures

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

05/30/2014

__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).
 - (1) The shares were sold in multiple transactions at prices ranging from \$19.952 to \$19.975 per share. The \$19.9608 sale price reported above is the 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 price.
 - (2) The shares are held by the William Blair Waltrip Children's Trusts of 1985 and Mr. Waltrip expressly disclaims beneficial ownership of such shares.
 - (3) 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.
 - (4) The shares are held by the Waltrip 1997 Grandchildren's Trust. Mr. Waltrip expressly disclaims beneficial ownership of the indicated shares.
 - (5) The shares are held by three Wanda McGee 1972 Trusts. Mr. Waltrip expressly disclaims beneficial ownership of 2/3 of the indicated shares.
 - (6) The shares are held by the Robert L. Waltrip Family Trust. Mr. Waltrip expressly disclaims beneficial ownership of 2/3 of the indicated shares.
 - (7) 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.
 - (8) The shares are held by seven Waltrip 1987 Grandchildren's Trusts. Mr. Waltrip expressly disclaims beneficial ownership of such shares.
 - (9) 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.