

SERVICE CORPORATION INTERNATIONAL  
 Form 4  
 May 23, 2016

**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 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)  
**05/19/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Founder & Chairman Emeritus**

**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  | (A) or (D)   | Price   |
| Common Stock                    | 05/19/2016                           |  | M                              |   | 57,667  | A  | \$ 15.255   |
| Common Stock                    | 05/19/2016                           |  | M                              |   | 64,333  | A  | \$ 17.405   |
| Common Stock                    | 05/19/2016                           |  | S                              |   | 122,000   | D  | \$ 26.4317  |
| Common Stock                    |                                      |  |                                |   |   |  | (1)   |
| Common Stock                    |                                      |  |                                |   |   |  | 460,133   |
|                                 |                                      |  |                                |   |   |  | 367,150 (3)   |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | See Footnote (2)                                      |

|              |  |  |  |                        |   |                  |
|--------------|--|--|--|------------------------|---|------------------|
| Common Stock |  |  |  |                        |   | See Footnote (4) |
| Common Stock |  |  |  | 101,234 <sup>(3)</sup> | I | See Footnote (5) |
| Common Stock |  |  |  | 50,965                 | I | By 401(k) Plan   |

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

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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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 15.255  | 05/19/2016                           |  | M                              | 57,667  | 02/12/2016   | 02/12/2021  | Common Stock | 57,667                     |
| Employee Stock Option (right to buy)       | \$ 17.405  | 05/19/2016                           |  | M                              | 64,333  | 02/11/2016   | 02/11/2022  | Common Stock | 64,333                     |

## Reporting Owners

| Reporting Owner Name / Address    | Relationships |           |                    |       |
|-----------------------------------|---------------|-----------|--------------------|-------|
|                                   | Director      | 10% Owner | Officer            | Other |
| WALTRIP R L<br>1929 ALLEN PARKWAY | X             |           | Founder & Chairman |       |

HOUSTON, TX 77019

Emeritus

## Signatures

Curtis G. Briggs, Attorney-in-Fact for R. L.  
Waltrip

05/20/2016

\_\_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 ranging from \$26.40 to 26.52 per share on 5/19/2016. The sale price reported above is the

- (1) 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.
- (2) The indicated shares are held in trusts under will of Wanda A. McGee.
- (3) Beneficial ownership of the indicated shares is disclaimed.
- (4) The indicated shares are held by three Wanda A. McGee 1972 Trusts.
- (5) The indicated shares are held by the Robert L. Waltrip Family Trusts.

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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