

SERVICE CORPORATION INTERNATIONAL

Form 4

February 14, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RYAN THOMAS 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)  
02/12/2013

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President, Chief Executive Off.

HOUSTON, TX 77019

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/12/2013                              |                                                             | A                                    | 94,800                                                                     | A \$ 0 337,800                                                                                                     | I                                                                       | By deferred<br>compensation<br>plan                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 785,181                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 18,970                                                                                                             | I                                                                       | By 401(k)<br>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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 15.255                                                             | 02/12/2013                              |                                                             | A                                       | 390,000                                                                                                   | 02/12/2014 <sup>(1)</sup> 02/12/2021                           | Common<br>Stock 390                                            |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                                    |       |
|----------------------------------------------------------|---------------|-----------|------------------------------------|-------|
|                                                          | Director      | 10% Owner | Officer                            | Other |
| RYAN THOMAS L<br>1929 ALLEN PARKWAY<br>HOUSTON, TX 77019 | X             |           | President, Chief<br>Executive Off. |       |

## Signatures

Curtis G. Briggs, Attorney-in-Fact for Thomas L.  
Ryan 02/14/2013

\_\_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 option vests in three equal annual installments beginning on February 12, 2014.

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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