

HEILIGBRODT L WILLIAM
Form 4
May 24, 2013

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 *
HEILIGBRODT L WILLIAM

2. Issuer Name and Ticker or Trading Symbol
CARRIAGE SERVICES INC [CSV]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
11015 LANDON LANE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2013

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

HOUSTON, TX 77024
(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)
Common Stock				(A) or (D) Price	94,627	I	Spouse
Common Stock				(A) or (D) Price	220,918	D	

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.

SEC 1474 (9-02)

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

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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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
Stock Options	\$ 16.73	05/22/2013		A	100,000	<u>(1)</u> 05/22/2018	Common Stock	100,000
Performance Award ⁽²⁾	\$ 9 ⁽³⁾					<u>(2)</u> 08/02/2017	Common Stock	320,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEILIGBRODT L WILLIAM 11015 LONDON LANE HOUSTON, TX 77024		X		

Signatures

/s/ L. William
Heiligbrodt
Date: 05/24/2013

**Signature of Reporting Person

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) Stock Options granted pursuant to the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan which vest 1/3 on 05/22/2014, 1/3 on 05/22/2015 and 1/3 on 05/22/2016. These stock options expire on 05/22/2018.
Represents performance-based stock awards granted under the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan. The award will vest (if at all) on or before August 2, 2017 on the date on which the closing price of Carriage's Common Stock is greater than or equal to \$21.50 for the third time, whether or not consecutive, within a period of 30 consecutive calendar days. If these conditions are satisfied on or prior to the first anniversary of the grant date, which is August 2, 2013, then the vesting date of these awards will be August 2, 2013; provided that the Reporting Person has remained continuously employed by Carriage through such date.
 - (2) Stock is greater than or equal to \$21.50 for the third time, whether or not consecutive, within a period of 30 consecutive calendar days. If these conditions are satisfied on or prior to the first anniversary of the grant date, which is August 2, 2013, then the vesting date of these awards will be August 2, 2013; provided that the Reporting Person has remained continuously employed by Carriage through such date.
 - (3) The award represents the right of the Reporting Person to receive shares of Carriage Common Stock in exchange for payment of a purchase price equal to \$9.00 per share.

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.