Edgar Filing: SERVICE CORPORATION INTERNATIONAL - Form 4

SERVICE CORPORATION INTERNATIONAL

Form 4

Common

Stock

December 09, 2008

December 0	9, 2008											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										OMB APPROVAL		
Washington, D.C. 20549									OMB Number:	3235-0287		
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								Expires: January 31 2005 Estimated average burden hours per response 0.5				
(Print or Type	Responses)											
WALTRIP R L Symbol SERVI				CE CO	OR	d Ticker or T PORATIC NAL [SCI]		5	5. Relationship of Reporting Person(s) to ssuer (Check all applicable)			
(Last) (First) (Middle) 3. Date (Month 1929 ALLEN PARKWAY 12/05/20				Day/Yea		ransaction		_	_X Director 10% Owner _X Officer (give title Other (specify below) Chairman of the Board			
HOUSTON	(Street) N, TX 77019		4. If Am Filed(Mo			ate Original ar)		A 	. Individual or Joi pplicable Line) X_ Form filed by Oo Form filed by Mo erson	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tab	ole I - N	on-	Derivative S	Securi	ties Acquii	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transa Code (Instr.		4. Securitie or Disposed (Instr. 3, 4 a	d of (I	O)	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	12/05/2008			Code M	V	Amount 350,000	(D)	Price \$ 3.745	1,158,364	D		
Common Stock	12/05/2008			S		350,000 (1)	D	\$ 4.8908 (1)	808,364	D		
Common Stock									470,133	I	See Footnote	

See

(4)

Footnote

367,150 <u>(3)</u>

I

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Common Stock	101,234 (3)	I	See Footnote (5)
Common Stock	28,891	I	By 401(k) 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 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)

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. Transactic Code (Instr. 8)	5. Number of tionDerivative Securities b) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date ecurities (Month/Day/Year) acquired (A) or Disposed of (D) Instr. 3, 4, and		7. Title and Amou Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (right to buy)	\$ 3.745	12/05/2008		M		350,000	02/14/2004(6)	02/14/2009	Common Stock	350

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting of their remains a remainder	Director	10% Owner	Officer	Other				
WALTRIP R L 1929 ALLEN PARKWAY HOUSTON, TX 77019	X		Chairman of the Board					

Signatures

R. L. Waltrip 12/09/2008

**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)

Reporting Owners 2

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The reported sales were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 11, 2008. The shares were sold in multiple transactions at prices ranging from \$4.80 to \$5.04 per share. The \$4.8908 sale price reported above is the weighted average sale price for all of the sales. 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.
- (6) The option vested in three equal annual installments beginning on February 14, 2002.

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.