

WEBB MICHAEL R
Form 4
March 01, 2019

FORM 4

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

OMB APPROVAL

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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 *
WEBB MICHAEL R

2. Issuer Name and Ticker or Trading Symbol
SERVICE CORP
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)
02/27/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Chief Op. Officer

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 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 Ownership: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/27/2019		M	189,000	A \$ 11.175	476,253	D
Common Stock	02/27/2019		S	189,000	D \$ 41.6206	287,253	D
Common Stock	02/27/2019		S	134,565	D \$ 41.6942	152,688	D
Common Stock	02/28/2019		M	181,000	A \$ 15.255	333,688	D
	02/28/2019		M	205,000	A \$ 17.405	538,688	D

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Common Stock								
Common Stock	02/28/2019	S	386,000	D	\$ 41,4757 (3)	152,688	D	
Common Stock	03/01/2019	M	172,000	A	\$ 23	324,688	D	
Common Stock	03/01/2019	S	172,000	D	\$ 41,5777 (4)	152,688	D	
Common Stock						256,100	I	By deferred compensation plan
Common Stock						18,235	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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(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. 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 Number Shares
Employee Stock Option (right to buy)	\$ 11.175	02/27/2019		M	189,000	(5)	02/07/2020	Common Stock	189,000
Employee Stock Option (right to buy)	\$ 15.255	02/28/2019		M	181,000	(6)	02/12/2021	Common Stock	181,000
Employee Stock	\$ 17.405	02/28/2018		M	205,000	(7)	02/11/2022	Common Stock	205,000

Option
(right to
buy)

Employee
Stock

Option (right to buy)	\$ 23	03/01/2019	M	172,000	(8)	02/10/2023	Common Stock	172,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEBB MICHAEL R 1929 ALLEN PARKWAY HOUSTON, TX 77019			President, Chief Op. Officer	

Signatures

Lori Spilde, Attorney-in-Fact for Michael R. Webb	03/01/2019
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__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 \$41.46 to \$41.81 per share on February 27, 2019. The \$41.6206 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 separate price.

(2) The shares were sold in multiple transactions at prices ranging from \$41.56 to \$41.98 per share on February 27, 2019. The \$41.6942 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 separate price.

(3) The shares were sold in multiple transactions at prices ranging from \$41.315 to \$41.7175 per share on February 28, 2019. The \$41.4757 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 separate price.

(4) The shares were sold in multiple transactions at prices ranging from \$41.28 to \$41.82 per share on March 1, 2019. The \$41.5777 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 separate price.

(5) The option vested in three equal annual installments beginning on February 7, 2013, 2014, and 2015.

(6) The option vested in three equal annual installments beginning on February 12, 2014, 2015, and 2016.

(7) The option vested in three equal annual installments beginning on February 11, 2015, 2016, and 2017.

(8) The option vested in three equal annual installments beginning on February 10, 2016, 2017, and 2018.

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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