### Edgar Filing: SERVICE CORPORATION INTERNATIONAL - Form 4

### SERVICE CORPORATION INTERNATIONAL

Form 4

Common

Stock

December 21, 2012

<b>FORM</b>	1									PROVAL		
	OMIL	D STATES			ND EXCI D.C. 2054		GE C	OMMISSION	OMB Number:	3235-0287		
Check this if no long subject to Section 10 Form 4 or Form 5 obligation may conti See Instru 1(b).	5. Filed p Section 1	ursuant to S 7(a) of the 1	Section 10 Public Ut	SECUR 6(a) of the cility Hole	ITIES e Securitie	s Exc	hange Act of	Act of 1934, 1935 or Section	Expires: Estimated a burden hour response			
(Print or Type R	esponses)											
1. Name and Address of Reporting Person * WALTRIP R L			2. Issuer Name <b>and</b> Ticker or Trading Symbol SERVICE CORPORATION					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
			INTER	NATION	AL [SCI]			(Che	ck an applicable	,		
(Last) 1929 ALLEI	(Last) (First) (Middle) 3. Date of (Month/) 929 ALLEN PARKWAY 12/20/2				ansaction			X Director 10% Owner X Officer (give title Other (specify below)				
	(Street)			ndment, Da hth/Day/Year	_			6. Individual or J Applicable Line) _X_ Form filed by Form filed by		rson		
HOUSTON,	TX 77019							Person	whole than one Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	curiti	es Acqu	aired, Disposed o	f, or Beneficial	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)			Code (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)			
Common Stock	12/20/2012			G	250,000 (1)	D	\$0	664,795	D			
Common Stock								470,133	I	See Footnote (2)		
Common Stock								367,150 <u>(3)</u>	I	See Footnote		

See

(5)

Footnote

101,234 (3)

I

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Common Stock 46,866 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. Transaction Code (Instr. 8)	5. conNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Securi	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WALTRIP R L

1929 ALLEN PARKWAY X Chairman of the Board

HOUSTON, TX 77019

## **Signatures**

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

\*\*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 gifted.
- (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.

Reporting Owners 2

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(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. 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.