

SERVICE CORPORATION INTERNATIONAL
Form FWP
November 18, 2010

**Filed Pursuant to Rule 433
Final Term Sheet
November 17, 2010
Relating to Preliminary Prospectus Supplement
dated November 17, 2010
Registration Statement No. 333-162894**

**\$250,000,000
Service Corporation International
7.00% Senior Notes due 2019**

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|--|---|
| Issuer: | Service Corporation International |
| Title of Securities: | 7.00% Senior Notes due 2019 |
| Distribution: | SEC Registered |
| Face: | \$250,000,000 |
| Gross Proceeds: | \$250,000,000 |
| Net Proceeds to Issuer (before expenses): | \$244,375,000 |
| Coupon: | 7.000% |
| Final Maturity Date: | May 15, 2019 |
| Offering Price: | 100.000% |
| Yield to Maturity: | 7.000% |
| Interest Payment Dates: | May 15 and November 15 |
| First Interest Payment Date: | May 15, 2011 |
| Make-Whole Redemption: | Make-whole at T+50, plus accrued and unpaid interest, until November 15, 2014 |
| Call Schedule: | November 15, 2014 103.500% November 15, 2015 101.750% November 15, 2016 and thereafter 100.000% |
| Change of Control: | Put @ 101% of principal plus accrued interest |
| Trade Date: | November 17, 2010 |

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| Settlement Date: | November 22, 2010 (T+ 3) |
| Denominations: | Minimum of \$2,000; integral multiples of \$1,000 in excess thereof |
| CUSIP: | 817565BV5 |
| ISIN: | US817565BV55 |
| Joint Book-Running Managers: | Merrill Lynch, Pierce, Fenner & Smith Incorporated J.P. Morgan Securities LLC |

Joint Lead Managers:

SunTrust Robinson Humphrey, Inc.
Wells Fargo Securities, LLC

Co-Managers:

BBVA Securities Inc.
BOSC, Inc.
Raymond James & Associates, Inc.
Davenport & Company LLC
BB&T Capital Markets, a division of Scott & Stringfellow,
LLC

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling collect (866) 500-5408.