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SERVICE CORPORATION INTERNATIONAL

Form 4 June 09, 2014

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

	1. Name and RYAN TH	Address of Reporting IOMAS L	_	2. Issu Symbol		nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
						RPORATION NAL [SCI]	(Check all applicable)			
	(Last)	(First)	(Middle) 3	3. Date	of Earliest	Transaction	_X_ Director		10% Owner	
	1020 ALT		`	•	Day/Year)		_X_ Officer (below)	below		
1929 ALLEN PARKWAY (Street)				06/05/	2014		President, Chief Executive Off.			
				4. If Am	nendment,	Date Original	6. Individual or Joint/Group Filing(Check			
				Filed(Mo	onth/Day/Y	ear)	Applicable Line)			
							X Form filed by One Reporting Person Form filed by More than One Reporting			
HOUSTON, TX 77019							Person			
	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac			quired, Dispose	d of, or Benef	icially Owned	
	1.Title of	2. Transaction Date	2A. Deemed		3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
	Security	(Month/Day/Year)	Execution Da	ate, if	Transacti	or(A) or Disposed of (D)	Securities	Ownership	Indirect	
	(Instr. 3)		anv		Code	(Instr 3 4 and 5)	Beneficially	Form:	Beneficial	

							1	,	· · · · · · · · · · · · · · · · · · ·
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(mon. 1)
Common Stock	06/05/2014		M	8,234	A	\$ 10.73	775,279	D	
Common Stock	06/05/2014		S	8,234	D	\$ 20.47	767,045	D	
Common Stock							424,300	I	By deferred compensation plan
Common Stock							18,445	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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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 or Number of Shares
Employee Stock Option (right to buy)	\$ 10.73	06/05/2014		M	8,234	02/13/2010	02/13/2015	Common Stock	8,234

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
RYAN THOMAS L 1929 ALLEN PARKWAY HOUSTON, TX 77019	X		President, Chief Executive Off.					

Signatures

Curtis G. Briggs, Attorney-in-Fact for Thomas L. Ryan 06/09/2014

**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).

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.

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