

SERVICE CORPORATION INTERNATIONAL  
 Form 4  
 May 31, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALTRIP R L**

2. Issuer Name and Ticker or Trading Symbol  
**SERVICE CORPORATION 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)  
**05/26/2011**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board**

**HOUSTON, TX 77019**  
 (City) (State) (Zip)

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/26/2011		M		102,000	A	\$ 6.805 991,125
Common Stock	05/26/2011		S		102,000	D	\$ 11.2273 889,125
Common Stock							470,133 I
Common Stock							367,150 <sup>(3)</sup> I

See Footnote (2)

See Footnote (4)

Common Stock	101,234 <sup>(3)</sup>	I	See Footnote <sup>(5)</sup>
Common Stock	43,632	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. 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)	Amount
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Number Shares
Employee Stock Option (right to buy)	\$ 6.805	05/26/2011		M	102,000	02/10/2007 02/10/2012	Common Stock	102,000

## Reporting Owners

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

## Signatures

Curtis G. Briggs, Attorney-in-Fact for R. L. Waltrip	05/31/2011
**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).

The shares were sold in multiple transactions at prices ranging from \$11.21 to \$11.25 per share. The \$11.2273 sale price reported above is

- (1) 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.

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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