

SERVICE CORPORATION INTERNATIONAL

Form 4

November 14, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

HOUSTON, TX 77019

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman of the Board

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	11/12/2007		M		51,300	A	\$ 6.6563
Common Stock	11/12/2007		S		26,300	D	\$ 13.5
Common Stock	11/12/2007		S		3,200	D	\$ 13.53
Common Stock	11/12/2007		S		500	D	\$ 13.54
Common Stock	11/12/2007		S		17,800	D	\$ 13.55

Edgar Filing: SERVICE CORPORATION INTERNATIONAL - Form 4

Common Stock	11/12/2007	S	1,800	D	\$ 13.56	761,164	D	
Common Stock	11/12/2007	S	300	D	\$ 13.57	760,864	D	
Common Stock	11/12/2007	S	1,400	D	\$ 13.58	759,464	D	
Common Stock	11/13/2007	M	372,500	A	\$ 6.6563	1,131,964	D	
Common Stock	11/13/2007	S	198,838	D	\$ 13.5	933,126	D	
Common Stock	11/13/2007	S	6,962	D	\$ 13.51	926,164	D	
Common Stock	11/13/2007	S	18,200	D	\$ 13.52	907,964	D	
Common Stock	11/13/2007	S	16,500	D	\$ 13.53	891,464	D	
Common Stock	11/13/2007	S	11,800	D	\$ 13.54	879,664	D	
Common Stock	11/13/2007	S	41,200	D	\$ 13.55	838,464	D	
Common Stock	11/13/2007	S	5,900	D	\$ 13.56	832,564	D	
Common Stock	11/13/2007	S	16,600	D	\$ 13.57	815,964	D	
Common Stock	11/13/2007	S	20,100	D	\$ 13.58	795,864	D	
Common Stock	11/13/2007	S	18,900	D	\$ 13.59	776,964	D	
Common Stock	11/13/2007	S	17,500	D	\$ 13.6	759,464	D	
Common Stock						470,133	I	See Footnote <u>(1)</u>
Common Stock						367,150 <u>(2)</u>	I	See Footnote <u>(3)</u>
Common Stock						101,234 <u>(2)</u>	I	See Footnote <u>(4)</u>
Common Stock						25,114	I	By 401(k) Plan

Edgar Filing: SERVICE CORPORATION INTERNATIONAL - Form 4

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. 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)	\$ 6.6563	11/12/2007		M		51,300		01/12/2003	01/12/2008	Common Stock	51,300
Employee Stock Option (right to buy)	\$ 6.6563	11/13/2007		M		372,500		01/12/2003	01/12/2008	Common Stock	372,500

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

R. L. Waltrip 11/14/2007

__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 indicated shares are held in trusts under will of Wanda A. McGee.

(2) Beneficial ownership of the indicated shares is disclaimed.

Edgar Filing: SERVICE CORPORATION INTERNATIONAL - Form 4

(3) The indicated shares are held by three Wanda A. McGee 1972 Trusts.

(4) 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.