

SERVICE CORP INTERNATIONAL  
 Form 4  
 February 17, 2017

**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 \*  
**WARING SUMNER J III**

2. Issuer Name and Ticker or Trading Symbol  
**SERVICE CORP 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)  
**02/16/2017**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr. VP Operations**

**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                                                                                        | (D)                                                      | Price                                                 |
| Common Stock                    | 02/16/2017                           |                                                    | M                              |                                                                   | 50,000                                                                                        | A                                                        | \$ 11.175 385,955                                     |
| Common Stock                    | 02/16/2017                           |                                                    | S                              |                                                                   | 50,000                                                                                        | D                                                        | \$ 31.3023 335,955<br><u>(1)</u>                      |
| Common Stock                    | 02/17/2017                           |                                                    | G                              |                                                                   | 3,190                                                                                         | D                                                        | \$ 0 332,765                                          |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 1,960 I                                               |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 5,937 I                                               |

By Daughter  
 By 401(k) plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 11.175                                              | 02/16/2017                           |                                                    | M                              | 50,000                                                                                  | 02/07/2015                                               | 02/07/2020                                                    | Common Stock | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                      |       |
|----------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                | Director      | 10% Owner | Officer              | Other |
| WARING SUMNER J III<br>1929 ALLEN PARKWAY<br>HOUSTON, TX 77019 |               |           | Sr. VP<br>Operations |       |

## Signatures

Curtis G. Briggs, Attorney-in-Fact for Sumner J. Waring, III 02/17/2017

\_\_\_\_\_  
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 \$31.20 to \$31.67. The sale price reported above is the weighted (1) average sales prices. 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.

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.