

SERVICE CORPORATION INTERNATIONAL
 Form 4
 November 04, 2016

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 W BLAIR

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)
 11/03/2016

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

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)		
				(A) or (D)	Price				
				Code V	Amount				
Common Stock	11/03/2016		S	4,000	D	\$ 25.28 (1)	41,177	I	See Footnote (1)
Common Stock	11/03/2016		S	800	D	\$ 25.2885 (2)	12,460	I	See Footnote (2)
Common Stock							701,409	D	
Common Stock							212,000	I	See Footnote (3)
Common Stock							40,000	I	By 1997 Grandchildren's

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 by the John B. McGee and Wanda A. McGee Irrevocable Trusts in multiple transactions at prices ranging from \$25.26 to \$25.29. The sale price reported above is the weighted average sales price. 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 price. The shares beneficially owned following the reported transactions are also held by the John B. McGee and Wanda A. McGee Irrevocable Trusts. Mr. Waltrip expressly disclaims beneficial ownership of such shares.

(1) The shares were sold by the William Blair Waltrip Children's Trusts of 1985 as follows: 700 shares at \$25.2875 per share and 100 shares at \$25.2950 per share. The sale price reported in the table is the weighted average sale price. The shares beneficially owned following the reported transactions are also held by the William Blair Waltrip Children's Trusts of 1985 and Mr. Waltrip expressly disclaims beneficial ownership of such shares.

(2) The shares are held by one of the Robert L. and Claire H. Waltrip Children's Trusts, of which Mr. Waltrip is sole trustee and beneficiary.

(3) The shares are held by the Waltrip 1997 Grandchildren's Trust. Mr. Waltrip expressly disclaims beneficial ownership of the indicated shares.

(4) The shares are held by three Wanda McGee 1972 Trusts. Mr. Waltrip expressly disclaims beneficial ownership of 2/3 of the indicated shares.

(5) The shares are held by the Robert L. Waltrip Family Trust. Mr. Waltrip expressly disclaims beneficial ownership of 2/3 of the indicated shares.

(6) The shares are held by Mr. Waltrip as custodian for three of his children under the Texas UGMA and Mr. Waltrip expressly disclaims beneficial ownership of such shares.

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.