

SERVICE CORPORATION INTERNATIONAL

Form 4

December 01, 2006

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
TANZBERGER ERIC D

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)
11/29/2006

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP, and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	11/29/2006		M	32,000 A	\$ 3.745 79,000	D	
Common Stock	11/29/2006		M	18,000 A	\$ 2.375 97,000	D	
Common Stock	11/29/2006		S	2,600 D	\$ 9.84 94,400	D	
Common Stock	11/29/2006		S	10,700 D	\$ 9.83 83,700	D	
Common Stock	11/29/2006		S	6,900 D	\$ 9.81 76,800	D	

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Common Stock	11/29/2006	S	200	D	\$ 9.82	76,600	D	
Common Stock	11/29/2006	S	13,900	D	\$ 9.8	62,700	D	
Common Stock	11/29/2006	S	10,000	D	\$ 9.79	52,700	D	
Common Stock	11/29/2006	S	5,700	D	\$ 9.78	47,000	D	
Common Stock						20,131	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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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 or Number of Shares
Employee Stock Option (right to buy)	\$ 3.745	11/29/2006		M	32,000	<u>(1)</u> 02/14/2009	Common Stock 32,000
Employee Stock Option (right to buy)	\$ 2.375	11/29/2006		M	18,000	<u>(2)</u> 08/09/2008	Common Stock 18,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

TANZBERGER ERIC D
1929 ALLEN PARKWAY
HOUSTON, TX 77019

Sr. VP, and CFO

Signatures

Eric D.

Tanzberger

12/01/2006

 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 option vested in three equal installments on February 14, 2002, 2003 and 2004.

(2) The option vested in three equal installments on August 19, 2001, 2002 and 2003.

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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