

SERVICE CORP INTERNATIONAL
 Form 4
 February 21, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
WALTRIP W BLAIR

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2017

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

1929 ALLEN PARKWAY

(Street)

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

HOUSTON, TX 77019

(City) (State) (Zip)

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 or 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 | 02/17/2017 | | S | 6,900 | D | \$ 31.1 (1) | 34,277 | I | See Footnote (1) |
| Common Stock | 02/17/2017 | | S | 2,300 | D | \$ 31.1 (2) | 10,160 | I | See Footnote (2) |
| Common Stock | | | | | | | 701,409 | D | |
| Common Stock | | | | | | | 212,000 | I | See Footnote (3) |
| | | | | | | | 40,000 | I | |

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| | | | | | | |
|--------------|--|---------|---|--|--|--|
| Common Stock | | | | | | By 1997 Grandchildren's Trust ⁽⁴⁾ |
| Common Stock | | 367,150 | I | | | See Footnote ⁽⁵⁾ |
| Common Stock | | 152,204 | I | | | By W.B. Waltrip Trust |
| Common Stock | | 101,234 | I | | | See Footnote ⁽⁶⁾ |
| Common Stock | | 994 | I | | | See Footnote ⁽⁷⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALTRIP W BLAIR 1929 ALLEN PARKWAY HOUSTON, TX 77019 | | X | | |

Signatures

Curtis G. Briggs, Attorney-in-Fact for W. Blair
Waltrip

02/21/2017

__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).
- (1) The shares were sold by the John B. McGee and Wanda A. McGee Irrevocable Trusts. 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.
- (2) The shares were sold by the William Blair Waltrip Children's Trusts of 1985. 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.
- (3) 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.
- (4) The shares are held by the Waltrip 1997 Grandchildren's Trust. Mr. Waltrip expressly disclaims beneficial ownership of the indicated shares.
- (5) The shares are held by three Wanda McGee 1972 Trusts. Mr. Waltrip expressly disclaims beneficial ownership of 2/3 of the indicated shares.
- (6) The shares are held by the Robert L. Waltrip Family Trust. Mr. Waltrip expressly disclaims beneficial ownership of 2/3 of the indicated shares.
- (7) 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.