

Elliott Paul Donald
 Form 3
 September 05, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Elliott Paul Donald | | (Month/Day/Year) | CARRIAGE SERVICES INC [CSV] | |
| (Last) | (First) | (Middle) | 08/31/2012 | |
| 5219 LAURELWOOD | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| KINGWOOD,Â TXÂ 77345 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Regional Partner | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 12,000 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

| | | | | | | | |
|----------------------------------|------------------|------------|-----------------|--------|---------------------|-------------------|---|
| | | | | Shares | | (I) (Instr. 5) | |
| Performance Award ⁽²⁾ | Â ⁽²⁾ | 08/31/2017 | Common Stock | 50,000 | \$ 9 ⁽³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| Elliott Paul Donald 5219 LAURELWOOD KINGWOOD, TX 77345 | Â | Â | Â | Regional Partner |

Signatures

/s/ Paul D. Elliott
09/05/2012

 **Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted Stock grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vest 1/3 on 08/31/2013, 1/3 on 08/31/2014 and 1/3 on 08/31/2015. Granted upon employment.
Represents performance-based stock awards granted under the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan. The award will vest (if at all) on or before August 31, 2017 on the date on which the closing price of Carriage's Common Stock is greater than or equal to \$21.50 for the third time, whether or not consecutive, within a period of 30 consecutive calendar days. If these conditions are satisfied on or prior to the first anniversary of the grant date, which is August 31, 2013, then the vesting date of these awards will be August 31, 2013; provided that the Reporting Person has remained continuously employed by Carriage through such date.
- (2) Stock is greater than or equal to \$21.50 for the third time, whether or not consecutive, within a period of 30 consecutive calendar days. If these conditions are satisfied on or prior to the first anniversary of the grant date, which is August 31, 2013, then the vesting date of these awards will be August 31, 2013; provided that the Reporting Person has remained continuously employed by Carriage through such date.
- (3) The award represents the right of the Reporting Person to receive shares of Carriage Services, Inc. Common Stock in exchange for payment of a purchase price equal to \$9.00 per share.

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.