

WEBB MICHAEL R  
Form 4  
March 01, 2019

**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 \*  
WEBB MICHAEL R

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)  
02/27/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Chief Op. Officer

HOUSTON, TX 77019

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

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 02/27/2019                           |  | M                              | 189,000   | A \$ 11.175   | 476,253  | D  |
| Common Stock                    | 02/27/2019                           |  | S                              | 189,000   | D \$ 41.6206  | 287,253  | D  |
| Common Stock                    | 02/27/2019                           |  | S                              | 134,565   | D \$ 41.6942  | 152,688  | D  |
| Common Stock                    | 02/28/2019                           |  | M                              | 181,000   | A \$ 15.255   | 333,688  | D  |
|                                 | 02/28/2019                           |  | M                              | 205,000   | A \$ 17.405   | 538,688  | D  |

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|              |            |   |         |   |                      |         |   |  |                               |
|--------------|------------|---|---------|---|----------------------|---------|---|--|-------------------------------|
| Common Stock |            |   |         |   |                      |         |   |  |                               |
| Common Stock | 02/28/2019 | S | 386,000 | D | \$<br>41,4757<br>(3) | 152,688 | D |  |                               |
| Common Stock | 03/01/2019 | M | 172,000 | A | \$ 23                | 324,688 | D |  |                               |
| Common Stock | 03/01/2019 | S | 172,000 | D | \$<br>41,5777<br>(4) | 152,688 | D |  |                               |
| Common Stock |            |   |         |   |                      | 256,100 | I |  | By deferred compensation plan |
| Common Stock |            |   |         |   |                      | 18,235  | 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 Number Shares |
| Employee Stock Option (right to buy)       | \$ 11.175  | 02/27/2019                           |  | M                              | 189,000   | (5)  | 02/07/2020  | Common Stock | 189,000              |
| Employee Stock Option (right to buy)       | \$ 15.255  | 02/28/2019                           |  | M                              | 181,000   | (6)  | 02/12/2021  | Common Stock | 181,000              |
| Employee Stock                             | \$ 17.405  | 02/28/2018                           |  | M                              | 205,000   | (7)  | 02/11/2022  | Common Stock | 205,000              |

Option  
(right to  
buy)

Employee  
Stock

Option  
(right to  
buy)

\$ 23

03/01/2019

M

172,000

(8)

02/10/2023

Common  
Stock

172,000

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| WEBB MICHAEL R<br>1929 ALLEN PARKWAY<br>HOUSTON, TX 77019 |               |           | President, Chief Op. Officer |       |

## Signatures

Lori Spilde, Attorney-in-Fact for Michael R.  
Webb

03/01/2019

\_\_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 in multiple transactions at prices ranging from \$41.46 to \$41.81 per share on February 27, 2019. The \$41.6206 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 separate price.

(2) The shares were sold in multiple transactions at prices ranging from \$41.56 to \$41.98 per share on February 27, 2019. The \$41.6942 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 separate price.

(3) The shares were sold in multiple transactions at prices ranging from \$41.315 to \$41.7175 per share on February 28, 2019. The \$41.4757 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 separate price.

(4) The shares were sold in multiple transactions at prices ranging from \$41.28 to \$41.82 per share on March 1, 2019. The \$41.5777 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 separate price.

(5) The option vested in three equal annual installments beginning on February 7, 2013, 2014, and 2015.

(6) The option vested in three equal annual installments beginning on February 12, 2014, 2015, and 2016.

(7) The option vested in three equal annual installments beginning on February 11, 2015, 2016, and 2017.

(8) The option vested in three equal annual installments beginning on February 10, 2016, 2017, and 2018.

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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