

SERVICE CORPORATION INTERNATIONAL  
Form 8-K  
December 03, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 1, 2010

Service Corporation International

(Exact name of registrant as specified in its charter)

|  |   |   |
|--|---|---|
| Texas<br>(State or other jurisdiction<br>of incorporation) | 1-6402-1<br>(Commission<br>File Number) | 74-1488375<br>(I.R.S. Employer<br>Identification No.) |
|--|---|---|

|   |                     |
|---|---------------------|
| 1929 Allen Parkway Houston, Texas<br>(Address of principal executive offices) | 77019<br>(Zip Code) |
| Registrant's telephone number, including area code (713) 522-5141             |                     |

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 1, 2010, Service Corporation International (SCI) notified its named executive officers that their employment agreements with SCI Executive Services, Inc., an SCI subsidiary, were being amended and extended to December 31, 2011. The employment agreements were amended to eliminate any Company obligations to pay tax gross ups. The names of the executive officers and the material terms of their employment agreements are summarized in SCI's proxy statement dated April 1, 2010 under "Certain Information with Respect to Officers and Directors – Executive Employment Agreements", which is incorporated by reference herein.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 1, 2010

SERVICE CORPORATION INTERNATIONAL

By: /s/ Gregory T. Sangalis  
Name: Gregory T. Sangalis  
Title: Senior Vice President, General  
Counsel and Secretary

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