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SERVICE CORPORATION INTERNATIONAL
Form S-8
June 24, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 24, 2002.
REGISTRATION NO. 333-_____

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

SERVICE CORPORATION INTERNATIONAL
(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction of
incorporation or organization)

1929 ALLEN PARKWAY
HOUSTON, TEXAS 77019
(Address of Principal Executive Offices)
(Zip Code)

(I.R.S. E

SCI 401(k) RETIREMENT SAVINGS PLAN
(Full title of the plan)

JAMES M. SHELGER, ESQ.
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
SERVICE CORPORATION INTERNATIONAL
1929 ALLEN PARKWAY
HOUSTON, TEXAS 77019
(Name and address of agent for service)

(713) 522-5141
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED (1) (2)	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3)	PROPOSED MA AGGREGATE OF PRICE (3)
Common Stock, par value \$1.00 per share	10,000,000 shares	\$4.00	\$40,000,00

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- (1) This Registration Statement is filed pursuant to General Instruction E to Form S-8. Registration Statement No. 333-38310 previously registered 6,000,000 shares of Service Corporation International common stock, par value \$1.00 per share, ("Common Stock") offered under the SCI 401(k) Retirement Savings Plan ("Plan"), together with an indeterminate amount of Plan interests. This Registration Statement is being filed to register 10,000,000 additional shares of Common Stock that may be issued under the Plan and includes an indeterminate number of shares that may be issuable by reason of stock splits, stock dividends or similar transactions. Registration Statement No. 333-38310 also registered the Series D Junior Participating Preferred Stock of the Registrant (the "Rights") associated with the shares of Common Stock registered thereunder. Until the occurrence of certain prescribed events, the Rights are not exercisable, are evidenced by the certificates for the Common Stock and will be transferred along with and only with such securities. Thereafter, separate Rights certificates will be issued representing one Right for each share of Common Stock held, subject to adjustment pursuant to antidilution provisions. This Registration Statement also is being filed to register the Rights associated with Common Stock registered hereunder.
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.
- (3) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h) (1) under the Securities Act of 1933, based on the average of the high and low prices reported by the New York Stock Exchange on June 17, 2002.

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SCI 401(k) RETIREMENT SAVINGS PLAN

INCORPORATION BY REFERENCE OF PRIOR REGISTRATION STATEMENT

The contents of Registration Statement No. 333-38310 are incorporated herein by reference.

ITEM 8. EXHIBITS

Reference is made to the Exhibit Index which immediately precedes the exhibits filed with this Registration Statement.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 24th day of June, 2002.

SERVICE CORPORATION INTERNATIONAL

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BY: /S/ JAMES M. SHELGER

 JAMES M. SHELGER
 SENIOR VICE PRESIDENT,
 GENERAL COUNSEL AND SECRETARY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- R. L. Waltrip	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	June 24,
* ----- Jeffrey E. Curtiss	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	June 24,
* ----- W. Cardon Gerner	Vice President Controller (Principal Accounting Officer)	June 24,
* ----- Anthony L. Coelho	Director	June 24,
* ----- Jack Finkelstein	Director	June 24,
* ----- A.J. Foyt, Jr.	Director	June 24,
* ----- James H. Greer	Director	June 24,
* ----- B.D. Hunter	Director	June 24,
*	Director	June 24,

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Victor L. Lund

* Director June 24,

John W. Mecom, Jr.

* Director June 24,

Clifton H. Morris, Jr.

* Director June 24,

E. H. Thornton, Jr.

* Director June 24,

W. Blair Waltrip

* Director June 24,

Edward E. Williams

* By his signature below, James M. Shelger, pursuant to duly executed powers of attorney filed with the Securities and Exchange Commission, has signed this registration statement on the date indicated on behalf of the persons listed above, designated by asterisks, in the capacities set forth opposite their respective names.

/s/ JAMES M. SHELGER

James M. Shelger
Attorney-in-Fact

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 24th day of June, 2002.

SCI 401(k) RETIREMENT SAVINGS PLAN
BY: SCI MANAGEMENT, L.P., PLAN ADMINISTRATOR

BY: SCI ADMINISTRATIVE SERVICES, LLC, ITS GENERAL PARTNER

BY: /s/ HELEN DUGAND

HELEN DUGAND, PRESIDENT

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

SERVICE CORPORATION INTERNATIONAL

1929 ALLEN PARKWAY
HOUSTON, TEXAS 77019

EXHIBITS

SERVICE CORPORATION INTERNATIONAL

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
4.1	Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to Registration Statement No. 333-10867 on Form S-3).
4.2	Articles of Amendment to Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to Form 10-Q for the fiscal quarter ended September 30, 1996).
4.3	Statement of Resolution Establishing Series of Shares of Series D Junior Participating Preferred Stock dated July 27, 1998 (incorporated by reference to Exhibit 3.2 to Form 10-Q for the fiscal quarter ended June 30, 1998).

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- 4.4 Bylaws, as amended (incorporated by reference to Exhibit 3.1 to Form 10-Q for the fiscal quarter ended September 30, 1999).
- 4.5 Rights Agreement, dated as of May 14, 1998, between the Company and Harris Trust and Savings Bank (incorporated by reference to Exhibit 99.1 to Form 8-K dated May 14, 1998).
- 4.6 Agreement Appointing a Successor Rights Agent Under Rights Agreement, dated June 1, 1999, by the Company, Harris Trust and Savings Bank and The Bank of New York (incorporated by reference to Exhibit 4.1 to Form 10-Q for the fiscal quarter ended June 30, 1999).
- 4.7 SCI 401(k) Retirement Savings Plan (incorporated by reference to Exhibit 4.7 to Form S-8 filed as of June 1, 2000, Registration Statement No. 333-38310).
- 4.8 Form of First Amendment to SCI 401(k) Retirement Savings Plan (incorporated by reference to Exhibit 10.31 to Form 10-K for the fiscal year ended December 31, 2000).
- 4.9* SCI 401(k) Retirement Savings Plan as Amended and Restated.
- 5.1* Opinion of Counsel of Service Corporation International.
- 23.1* Consent of PricewaterhouseCoopers LLP, independent public accountants.
- 23.2* Consent of Counsel for Service Corporation International (included in Exhibit 5.1).
- 24.1* Powers of Attorney authorizing signature.

* Filed herewith.