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SERVICE CORPORATION INTERNATIONAL

Form 8-K

March 03, 2006

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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) March 3, 2006 (March 2, 2006)

SERVICE CORPORATION INTERNATIONAL

(Exact name of registrant as specified in its charter)

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

| | |
|---|---------------------|
| 1929 Allen Parkway Houston, Texas | 77019 |
| ----- (Address of principal executive offices) | ----- (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))

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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On March 2, 2006, Service Corporation International issued a press release reporting its financial results for the fourth quarter and year-end of 2005. A copy of this press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

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The attached Exhibit 99.1 is not filed, but is furnished to comply with Regulation FD. The information in this Current Report on Form 8-K, including the exhibit, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 7.01 REGULATION FD DISCLOSURE

On March 2, 2006, Service Corporation International issued a press release disclosing its financial outlook for 2006. A copy of this press release is attached as Exhibit 99.2 to this report and is incorporated herein by reference.

The attached Exhibit 99.2 is not filed, but is furnished to comply with Regulation FD. The information in this Current Report on Form 8-K, including the exhibit, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) The following exhibits are included with this report

| EXHIBIT NO. | DESCRIPTION |
|-------------|---|
| 99.1 | Press Release, dated March 2, 2006 reporting 2005 financial results |
| 99.2 | Press Release, dated March 2, 2006 disclosing 2006 outlook |

SIGNATURE

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.

March 3, 2006

Service Corporation International

By: /s/ Eric D. Tanzberger

Eric D. Tanzberger
Senior Vice President and
Corporate Controller