

SERVICE CORPORATION INTERNATIONAL  
Form FWP  
November 06, 2009

Filed Pursuant to Rule 433  
Registration Statement No. 333-162894  
November 5, 2009

**Service Corporation International**  
Pricing Term Sheet

<b>Issuer:</b>	Service Corporation International
<b>Security Description:</b>	8.00% Senior Notes due 2021
<b>Distribution:</b>	SEC Registered
<b>Face:</b>	\$150,000,000
<b>Gross Proceeds:</b>	\$147,172,500
<b>Net Proceeds to Issuer (before expenses):</b>	\$143,797,500
<b>Coupon:</b>	8.00%
<b>Maturity:</b>	November 15, 2021
<b>Offering Price:</b>	98.115%
<b>Yield to Maturity:</b>	8.25%
<b>Spread to Treasury:</b>	+ 472 basis points
<b>Benchmark:</b>	UST 3.625% due 8/15/2019
<b>Ratings:</b>	B1/BB-
<b>Interest Pay Dates:</b>	November 15 and May 15
<b>Beginning:</b>	May 15, 2010
<b>Optional redemption:</b>	Make-whole call @ T+50bps
<b>Change of control:</b>	Put @ 101% of principal plus accrued interest
<b>Trade Date:</b>	November 5, 2009
<b>Settlement Date:</b>	(T+3) November 10, 2009
<b>CUSIP:</b>	817565BU7
<b>ISIN:</b>	US817565BU72
<b>Denominations:</b>	2,000x1,000
<b>Bookrunners:</b>	J.P. Morgan BofA Merrill Lynch
<b>Co-Managers:</b>	Morgan Keegan & Company, Inc. Raymond James Scotia Capital SunTrust Robinson Humphrey

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling collect 1-212-270-3994.**

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.