

SERVICE CORPORATION INTERNATIONAL

Form 8-A12B

July 17, 2001

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As filed with the Securities and Exchange Commission on July 17, 2001.

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

SERVICE CORPORATION INTERNATIONAL
(Exact Name of Registrant as Specified in its Charter)

TEXAS
(State of Incorporation or Organization)

74-1488375
(I.R.S. Employer Identification No.)

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

77019
(Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

| Title of each class to be so registered ----- | Name of each exchange on which each class is to be registered ----- |
|---|---|
| 6 3/4% CONVERTIBLE SUBORDINATED NOTES DUE 2008 | NEW YORK STOCK EXCHANGE |

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [X]

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this Form relates:
333-65711

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SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

NONE
(Title of Class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the debt securities to be registered is contained in the Prospectus Supplement dated June 18, 2001 and the Prospectus dated October 15, 1998, copies of which were electronically transmitted for filing with the Commission pursuant to Rule 424(b) on June 19, 2001 and October 15, 1998, respectively, each of which forms a part of the Registrant's Registration Statement on Form S-3 (No. 333-65711).

ITEM 2. EXHIBITS.

| Exhibit No. | Description of Exhibit |
|-------------|---|
| ----- | ----- |
| 4.1 | 2001 Subordinated Indenture dated as of June 22, 2001, between Service Corporation International and The Chase Manhattan Bank, as Trustee (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on June 27, 2001). |
| 4.2 | First Supplemental Indenture dated as of June 22, 2001, between Service Corporation International and The Chase Manhattan Bank, as Trustee, including the form of 6 3/4% Convertible Subordinated Note Due 2008 (incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K filed on June 27, 2001). |

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: July 17, 2001

SERVICE CORPORATION INTERNATIONAL

By: /s/ James M. Shelger

James M. Shelger
Senior Vice President,
General Counsel and Secretary

INDEX TO EXHIBITS

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