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Rule 424(b)(5)  
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Prospectus Supplement to Prospectus Dated December 11, 1992

SERVICE CORPORATION INTERNATIONAL

Terms of 5% Convertible Debentures, Series G due 2004

Title: 5% Convertible Debentures, Series G, due 2004 (the "Debentures").

Principal Amount: \$5,000,000 in aggregate principal amount of the Debentures will be issued as a portion of the consideration for the outstanding capital stock of Woodlawn Memorial Park and C.M. Gaffney Sales Agency, Inc.

Conversion Price: \$33.84 per share, subject to adjustment.

Conversion Date: On or after March 2, 1995.

Maturity Date: March 1, 2004.

Interest Rate: 5% per annum accruing from March 1, 1994.

Federal Tax Matters: The applicable federal rate on long-term indebtedness for March, 1994, compounded quarterly, is 6.2% for purposes of determining the original issue discount applicable to the Debentures for federal income tax purposes. The original issue discount per \$1,000 principal amount of the Debentures is \$88.78.

Other Matters: Payments of principal and interest on the Debentures are subject to the Company's rights of set-off as provided in the agreement governing the acquisition.

The Date of this Supplement is February 23, 1994.