

For SEC Filing  
 Purposes Only:  
 Rule 424(b)(5)  
 File No. 33-54996

Prospectus Supplement to Prospectus Dated December 11, 1992

SERVICE CORPORATION INTERNATIONAL

Terms of 5% Convertible Debentures, Series I due 2004

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

Principal Amount: \$2,299,000 in aggregate principal amount of the Debentures will be issued as a portion of the consideration for substantially all of the assets of Mortuary in Westminster Memorial Park.

Conversion Price: \$31.16 per share, subject to adjustment.

Conversion Date: On or after June 10, 1995.

Maturity Date: June 9, 2004.

Interest Rate: 5% per annum accruing from June 9, 1994.

Federal Tax Matters: The applicable federal rate on long-term indebtedness for June 1994, compounded quarterly, is 7.31% 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 \$162.98.

The Date of this Supplement is June 6, 1994.

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Prospectus Supplement to Prospectus Dated December 11, 1992

SERVICE CORPORATION INTERNATIONAL

Terms of 4% Convertible Debentures, Series J due 1995

Title: 4% Convertible Debentures, Series J, due 1995 (the "Debentures").

Principal Amount: \$2,078,000 in aggregate principal amount of the Debentures will be issued as a portion of the consideration for substantially all of the assets of Mortuary in Westminster Memorial Park.

Conversion Price: \$26.17 per share, subject to adjustment.

Conversion Date: On or after June 10, 1995.

Maturity Date: July 9, 1995.

Interest Rate: 4% per annum accruing from June 9, 1994.

Federal Tax Matters: The applicable federal rate on short-term indebtedness for June 1994, compounded quarterly, is 5.44% 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 \$14.91.

The Date of this Supplement is June 6, 1994.