

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 H due 2004

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

Principal Amount: \$500,000 in aggregate principal amount of the  
Debentures will be issued as the consideration for  
the outstanding membership interests in  
Butts/Karpus, L.L.C.

Conversion Price: \$33.78 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: At the date hereof, the applicable federal rate on  
long-term indebtedness for March 1994 has not been  
released. If the Debentures were to be issued in  
February 1994, the applicable federal rate on long-term  
indebtedness for February, 1994, compounded quarterly,  
would be 6.18% for purposes of determining the  
original issue discount applicable to the Debentures  
for federal income tax purposes. If there is no change  
from such February rate for March 1994, the original  
issue discount per \$1,000 principal amount of the  
Debentures would be \$87.33.

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 22, 1994.