

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

/X/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934 (FEE REQUIRED)
FOR THE FISCAL YEAR ENDED DECEMBER 31, 1993
OR
/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)
FOR THE TRANSITION PERIOD FROM TO
COMMISSION FILE NUMBER 1-6402-1

SERVICE CORPORATION INTERNATIONAL
(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction of
incorporation or organization)
1929 ALLEN PARKWAY
HOUSTON, TEXAS
(Address of principal executive offices)

74-1488375
(I.R.S. employer
identification No.)
77019
(Zip code)

Registrant's telephone number, including area code: 713/522-5141

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

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock (\$1 par value)	New York Stock Exchange
Preferred Share Purchase Rights	New York Stock Exchange
6.5% Convertible Subordinated Debentures due 2001	New York Stock Exchange
10% Subordinated Debentures due 2000	American Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. / /

The aggregate market value of the common stock held by non-affiliates of the registrant is \$2,203,565,274 based upon a closing market price of \$26 5/8 on March 21, 1994 of a share of common stock as reported on the New York Stock Exchange -- Composite Transactions Tape.

The number of shares outstanding of the registrant's common stock as of March 21, 1994 was 85,837,877 (excluding treasury shares).

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement in connection with its 1994 Annual Meeting of Shareholders (Part III)

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PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K.

(a) (1)-(2) Financial Statements and Schedules:

The financial statements and schedules are listed in the accompanying Index to Financial Statements and Related Schedules at page 14 of this report.

(3) Exhibits:

The exhibits listed on the accompanying Exhibit Index at pages 3-5 of this amendment are filed as part of this report, as amended.

(b) Reports on Form 8-K:

During the quarter ended December 31, 1993, the Company filed a Form 8-K dated December 21, 1993 reporting under "Item 7. Financial Statements and Exhibits" certain exhibits being filed concerning an amendment to the Company's Employee Stock Purchase Plan.

(c) Included in (a) above.

(d) Included in (a) above.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant, Service Corporation International, has duly caused this report, as amended, to be signed on its behalf by the undersigned, thereunto duly authorized.

SERVICE CORPORATION INTERNATIONAL

Dated: April 5, 1994

By: JAMES M. SHELGER

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this report, as amended, has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
R. L. WALTRIP* (R. L. Waltrip)	Chairman of the Board and Chief Executive Officer	
SAMUEL W. RIZZO* (Samuel W. Rizzo)	Executive Vice President and Chief Financial Officer/Treasurer (Principal Financial Officer) and Director	
VINCENT L. VISOSKY (Vincent L. Visosky)	Vice President Finance (Principal Accounting Officer)	
ANTHONY L. COELHO* (Anthony L. Coelho)		
DOUGLAS M. CONWAY* (Douglas M. Conway)		
JACK FINKELSTEIN* (Jack Finkelstein)		
A. J. FOYT, JR.* (A. J. Foyt, Jr.) JAMES J. GAVIN, JR.* (James J. Gavin, Jr.)		
JAMES H. GREER* (James H. Greer)		April 5, 1994
L. WILLIAM HEILIGBRODT* (L. William Heiligbrodt)		
B. D. HUNTER* (B. D. Hunter)	Directors	
JOHN W. MECOM, JR.* (John W. Mecom, Jr.)		
CLIFTON H. MORRIS, JR.* (Clifton H. Morris, Jr.)		
E. H. THORNTON, JR.* (E. H. Thornton, Jr.)		
W. BLAIR WALTRIP* (W. Blair Waltrip)		
EDWARD E. WILLIAMS* (Edward E. Williams)		

*By JAMES M. SHELGER
(James M. Shelger, as Attorney-In-Fact
for each of the Persons indicated)

PURSUANT TO ITEM 601 OF REG. S-K

EXHIBIT NO.* -----	DESCRIPTION -----
3.1	-- Restated Articles of Incorporation, as amended. (Incorporated by reference to Exhibit 3.1 to Registration Statement No. 2-50721 on Form S-1).
3.2	-- Articles of Amendment to Restated Articles of Incorporation. (Incorporated by reference to Exhibit (4)(i)1 to Form 10-Q for the fiscal quarter ended July 31, 1982).
3.3	-- Articles of Amendment to Restated Articles of Incorporation. (Incorporated by reference to Exhibit 3.1 to Form 10-Q for the fiscal quarter ended July 31, 1983).
3.4	-- Articles of Amendment to Restated Articles of Incorporation. (Incorporated by reference to Exhibit 4.7 to Registration Statement No. 33-8727 on Form S-3).
3.5	-- Articles of Amendment to Restated Articles of Incorporation, dated September 11, 1987. (Incorporated by reference to Exhibit 4.1 to Amendment No. 3 to Registration Statement No. 33-16678 on Form S-4).
3.6	-- Statement of Resolution Establishing Series of Shares of Series C Junior Participating Preferred Stock, dated August 5, 1988. (Incorporated by reference to Exhibit 3.1 to Form 10-Q for the fiscal quarter ended July 31, 1988).
3.7	-- Articles of Amendment to Restated Articles of Incorporation. (Incorporated by reference to Exhibit 3.8 to Registration Statement No. 33-47097 on Form S-4).
3.8	-- Bylaws, as amended. (Incorporated by reference to Exhibit 3.7 to Form 10-K for the fiscal year ended December 31, 1991).
4.1	-- Rights Agreement dated as of July 18, 1988 between the Company and Texas Commerce Bank National Association. (Incorporated by reference to Exhibit 1 to Form 8-K dated July 18, 1988).
4.2	-- Amendment, dated as of May 10, 1990, to the Rights Agreement, dated as of July 18, 1988, between the Company and Texas Commerce Bank National Association. (Incorporated by reference to Exhibit 1 to Form 8-K dated May 10, 1990).
4.3	-- Agreement Appointing a Successor Rights Agent under Rights Agreement, dated as of June 1, 1990, by the Company and Ameritrust Company National Association. (Incorporated by reference to Exhibit 4.1 to Form 10-Q for the fiscal quarter ended June 30, 1990).
4.4	-- Undertaking to furnish instruments related to long-term debt.
10.1	-- Retirement Plan For Non-Employee Directors. (Incorporated by reference to Exhibit 10.1 to Form 10-K for the fiscal year ended December 31, 1991).
10.2	-- Supplemental Executive Retirement Plan, and form of Supplemental Executive Retirement Plan Trust. (Incorporated by reference to Exhibit 19.1 to Form 10-Q for the fiscal quarter ended March 31, 1989).
10.3	-- First Amendment to the Supplemental Executive Retirement Plan; Second Amendment to the Supplemental Executive Retirement Plan; and Third Amendment to the Supplemental Executive Retirement Plan. (Incorporated by reference to Exhibit 10.3 to Form 10-K for the fiscal year ended December 31, 1991).
10.4	-- Agreement dated May 14, 1992 between the Company, R. L. Waltrip and related parties relating to life insurance. (Incorporated by reference to Exhibit 10.4 to Form 10-K for the fiscal year ended December 31, 1992).

EXHIBIT NO.* -----	DESCRIPTION -----
10.5	-- Employment Agreement, dated November 11, 1991, as amended and restated as of August 12, 1992, and further amended as of May 12, 1993, between the Company and R. L. Waltrip. (Incorporated by reference to Exhibit 10.1 to Form 10-Q for the fiscal quarter ended September 30, 1993).

- 10.6 -- Non-Competition Agreement and Amendment to Employment Agreement, dated November 11, 1991, among the Company, R. L. Waltrip and Claire Waltrip. (Incorporated by reference to Exhibit 10.8 to Form 10-K for the fiscal year ended December 31, 1992).
- 10.7 -- Employment Agreement, dated November 11, 1991, as amended and restated as of August 12, 1992, and further amended as of May 12, 1993, between the Company and L. William Heiligbrodt. (Incorporated by reference to Exhibit 10.2 to Form 10-Q for the fiscal quarter ended September 30, 1993).
- 10.8 -- Employment Agreement, dated November 11, 1991, as amended and restated as of August 12, 1992, and further amended as of May 12, 1993, between the Company and Samuel W. Rizzo. (Incorporated by reference to Exhibit 10.3 to Form 10-Q for the fiscal quarter ended September 30, 1993).
- 10.9 -- Employment Agreement, dated November 11, 1991, as amended and restated as of August 12, 1992, and further amended as of May 12, 1993, between the Company and W. Blair Waltrip. (Incorporated by reference to Exhibit 10.4 to Form 10-Q for the fiscal quarter ended September 30, 1993).
- 10.10 -- Employment Agreement, dated November 11, 1991, as amended and restated as of August 12, 1992, and further amended as of May 12, 1993, between the Company and John W. Morrow, Jr. (Incorporated by reference to Exhibit 10.5 to Form 10-Q for the fiscal quarter ended September 30, 1993).
- 10.11 -- Form of Employment Agreement pertaining to officers (other than the officers referenced in the five preceding exhibits). (Incorporated by reference to Exhibit 10.6 to Form 10-Q for the fiscal quarter ended September 30, 1993).
- 10.12 -- Salary Continuation Agreement dated April 1, 1991 between the Company and Robert L. Waltrip. (Incorporated by reference to Exhibit 10.17 to Form 10-K for the fiscal year ended December 31, 1991).
- 10.13 -- Forms of two Salary Continuation Agreements applicable to officers of the Company (other than the officer referenced in the preceding exhibit). (Incorporated by reference to Exhibit 10.19 to Form 10-K for the fiscal year ended December 31, 1991).
- 10.14 -- Executive Liability and Indemnification Policy of insurance. (Incorporated by reference to Exhibit 10.17 to Form 10-K for the fiscal year ended December 31, 1992).
- 10.15 -- Form of 1986 Stock Option Plan. (Incorporated by reference to Exhibit 10.21 to Form 10-K for the fiscal year ended December 31, 1991).
- 10.16 -- Amended 1987 Stock Plan. (Incorporated by reference to Appendix A to Proxy Statement dated April 1, 1991).
- 10.17 -- Service Corporation International (Canada) Limited Stock Option Plan.

EXHIBIT NO.* -----	DESCRIPTION -----
10.18	-- Agreement for Reorganization, dated August 15, 1989 among Morrow Partners, Inc., J. W. Morrow Investment Company, John W. Morrow, Jr., Billy Dee Davis and the Company; Agreement-Not-To-Compete, dated August 15, 1989, between John W. Morrow, Jr., Morrow Partners, Inc. and the Company, and; Lease dated August 15, 1989, by John W. Morrow, Jr. and Crawford-A. Crim Funeral Home, Inc. (Incorporated by reference to Exhibit 10.27 to Form 10-K for the fiscal year ended December 31, 1989).
10.19	-- Stock Sale Agreement, dated November 13, 1992, among IFC-YP, Inc., Huntco Acquisitions Holding, Inc., Huntco Steel, Inc. and B. D. Hunter, and; Promissory Note dated November 30, 1992 from Huntco Acquisitions Holding, Inc. to IFC-YP, Inc. (Incorporated by reference to Exhibit 10.26 to Form 10-K for the fiscal year ended December 31, 1992).
10.20	-- Casket Supply and Requirements Agreement, dated October 31, 1990, between York Acquisition Corp. and SCI Funeral Services, Inc., and; First Amendment to Casket Supply and Requirements Agreement, dated December 30, 1992. (Incorporated by reference to Exhibit 10.27 to Form 10-K for the fiscal year ended December 31, 1992).
10.21	-- Supplemental Executive Retirement Plan for Senior Officers (as

- Amended and Restated Effective as of December 31, 1993).
- 10.22 -- ISDA Master Agreement dated February 4, 1993; Amendment to the Master Agreement dated August 12, 1993; Confirmation dated August 13, 1993; Confirmation dated November 1, 1993 and Notice of Exercise; all of which are between Morgan Guaranty Trust Company of New York and the Company.
- 10.23 -- First Amendment to Amended 1987 Stock Plan
- 11.1 -- Computation of Earnings Per Share.
- 12.1 -- Ratio of Earnings to Fixed Charges.
- 16.1 -- Letter from Ernst & Young dated April 1, 1994 containing its statement with respect to Item 9 of Form 10-K: Changes In and Disagreements with Accountants on Accounting and Financial Disclosure.
- 21.1 -- Subsidiaries of the Company.
- 23.1 -- Consent of Independent Accountants (Coopers & Lybrand).
- 23.2 -- Consent of Independent Auditors (Ernst & Young).
- 24.1 -- Directors' Powers of Attorney.
- 24.2 -- Power of Attorney of Samuel W. Rizzo

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* All Exhibits, other than Exhibits 16.1 and 24.2, have been previously filed with or incorporated by reference into this report, as amended. Exhibits 16.1 and 24.2 are filed with this amendment.

In the above list, the management contracts or compensatory plans or arrangements are set forth in Exhibits 10.1 through 10.13, 10.15 through 10.17, 10.21 and 10.23.

[ERNST & YOUNG LETTERHEAD]

April 1, 1994

The Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Service Corporation International (SCI) has requested that we read Item 9 of Form 10-K filed March 31, 1994, and provide this letter. We note that SCI has determined to revise its disclosure about the change in auditors previously reported in Form 8-K, filed April 1, 1993, and various amendments thereto, to provide a chronological history of the matter. Item 9 refers to our views in paragraph 4 and the last sentence of paragraph 5 as previously reported in amendments to SCI's Form 8-K dated April 6, 1993, and May 5, 1993, and we have nothing further to add.

Very truly yours,

/s/ ERNST & YOUNG

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, an officer or director or both, of Service Corporation International, a Texas corporation (the "Company"), does hereby constitute and appoint Samuel W. Rizzo and James M. Shelger their true and lawful attorneys and agents (each with authority to act alone), with power and authority to sign for and on behalf of the undersigned the name of the undersigned as officer or director, or both, of the Company to the Company's Annual Report to the Securities and Exchange Commission on Form 10-K for the fiscal year of the Company ending December 31, 1993 or to any amendments thereto filed with the Securities and Exchange Commission, and to any instrument or document filed as a part of, as an exhibit to or in connection with said Report or amendments; and the undersigned does hereby ratify and confirm as his own act and deed all that said attorney and agent shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has subscribed these presents this 17th day of February, 1994.

/s/ Samuel W. Rizzo