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Rule 424(b)(5)
File No. 33-54996

Amended 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: 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 \$88.73.

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 Amended Supplement is February 25, 1994.