CARRIAGE SERVICES INC

Form 4/A

February 09, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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5. Relationship of Reporting Person(s) to

Issuer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Symbol

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Washington, D.C. 20549

1(b).

(Print or Type Responses)

PAYNE MELVIN C

1. Name and Address of Reporting Person *

			CARRIAGE SERVICES INC [CSV]			(Check all applicable)						
(Last) (First) (Middle) 3040 POST OAK BLVD, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 02/07/2017					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO				
			Amendment, Date Original (Month/Day/Year) 9/2017				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secui	rities Acq	equired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	(Instr. 3,	spose	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/07/2017			G	300	D	\$ 26.47	1,235,559	D			
Common Stock								3,518	I	Spouse		
Common Stock								25,000	I	Melvin C. Payne, Jr. 2016 Annuity Trust		
Common Stock								25,000	I	Karen P. Payne 2016		

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		Annuity Trust
Common Stock	90,000 I	daughter in same household
Reminder: Report on a separate line for each class of securities ber	neficially owned directly or indirectly.	
	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 20.06					<u>(1)</u>	02/23/2026	Common Stock	58,500
Performance Award	(2)					(2)	12/31/2020	Common Stock	17,900
Stock Options	\$ 22.58					(3)	02/24/2022	Common Stock	100,000
Stock Options	\$ 20.49					<u>(4)</u>	03/03/2019	Common Stock	100,000
Stock Options	\$ 16.73					<u>(5)</u>	05/22/2018	Common Stock	100,000
Stock Options	\$ 5.7					<u>(6)</u>	02/28/2021	Common Stock	3,284

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
	X		CEO				

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PAYNE MELVIN C 3040 POST OAK BLVD SUITE 300 HOUSTON, TX 77056

Signatures

/s/ Melvin C. Payne 02/09/2017

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Stock Options granted pursuant to the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan which will vest 1/5 each year on 2/23/2017, 2/23/2018, 2/23/2019, 2/23/2020 and 2/23/2021. These stock options expire on 2/23/2026.

Represents performance-based awards, payable in shares, granted under the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan. The award will vest (if at all) on December 31, 2020 provided that certain criteria surrounding Adjusted

- (2) Consolidated EBITDA (Adjusted Earnings Before Interest Tax Depreciation and Amortization) and Relative Shareholder Return performance is achieved and the Reporting Person has remained continuously employed by Carriage through such date. The Relative Shareholder Return performance represents 75% of the award and the Adjusted Consolidated EBITDA performance represents 25% of the award.
- (3) Stock Options granted pursuant to the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on 2/24/2016, 1/3 will vest on 2/24/2017 and 1/3 on 2/24/2018. These stock options expire on 2/24/2022.
- (4) Stock Options granted pursuant to the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on 3/3/2015, 1/3 on 3/3/2016 and 1/3 will vest on 3/3/2017. These stock options expire on 3/3/2019.
- (5) Stock Options grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on 05/22/2014, 1/3 on 05/22/2015 and 1/3 on 05/22/2016. These stock options expire on 05/22/2018.
- Stock Options grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan of 44,702 options granted on 02/28/2011, of which 14,900 options vested on 02/28/2012 and 3,283 were exercised on 12/20/2012, 14,901 options vested on 2/28/2013 and 14,000 were exercised on 11/06/2015 and 24,135 options were exercised on 3/29/16. These stock options expire on 02/28/2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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