

Phillips Shawn R
Form 4
February 19, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Phillips Shawn R

2. Issuer Name and Ticker or Trading Symbol
CARRIAGE SERVICES INC [CSV]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
13722 CAHILL CT.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2019

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)

CYPRESS, TX 77429
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/14/2019 | | S | 438 ⁽¹⁾ D | \$ 19.13 | | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| | | | | | | | | |
|---|--|---|---|--------------------------------------|--|--|---|---|
| 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. Transaction Code (Instr. 8) | 5. Number 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) | 8. Price Deriva Securit (Instr. 3) |
|---|--|---|---|--------------------------------------|--|--|---|---|

| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|----------|--|--|------|---|---------------------|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | | |
| Stock Options | \$ 25.43 | | | | | <u>(2)</u> | 02/14/2028 | Common Stock | 16,610 |
| Stock Options | \$ 26.54 | | | | | <u>(3)</u> | 03/21/2027 | Common Stock | 38,600 |
| Stock Options | \$ 20.06 | | | | | <u>(4)</u> | 02/23/2026 | Common Stock | 16,700 |
| Stock Options | \$ 22.58 | | | | | <u>(5)</u> | 02/24/2022 | Common Stock | 35,000 |
| Stock Options | \$ 5.94 | | | | | <u>(6)</u> | 03/05/2022 | Common Stock | 22,674 |
| Stock Options | \$ 5.7 | | | | | <u>(7)</u> | 02/28/2021 | Common Stock | 17,913 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| Phillips Shawn R 13722 CAHILL CT. CYPRESS, TX 77429 | | | | Senior Vice President |

Signatures

/s/ Shawn R.
Phillips

02/19/2019

**Signature of
Reporting Person

Date

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) Represents shares withheld on February 14, 2019 to cover taxes associated with the vesting of shares of restricted stock granted on February 14, 2018.

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- (2) Stock Options granted pursuant to the Carriage Services, Inc. 2017 Omnibus Plan which 1/5 vested on 2/14/2019 and 1/5 will vest on 2/14/2020, 2/14/2021, 2/14/2022 and 2/14/2023. The options expire on 2/14/2028.
Stock Options granted pursuant to the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan which
- (3) vested 1/5 on 3/21/2018 and 1/5 will vest each year on 3/21/2019, 3/21/2020, 3/21/2021 and 3/21/2022. These stock options expire on 3/21/2027.
Stock Options granted pursuant to the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan which
- (4) vested 1/5 on 2/23/2017, 1/5 on 2/23/2018 and 1/5 will vest on 2/23/2019, 2/23/2020 and 2/23/2021. These stock options expire on 2/23/2026.
Stock Option grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on
- (5) 2/24/2016, 1/3 on 2/24/2017 and 1/3 on 2/24/2018. These stock options expire on 02/24/2022.
Stock Options grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on
- (6) 03/05/2013, 1/3 on 03/05/2014 and 1/3 on 03/05/2015. These stock options expire on 03/05/2022.
Stock Options grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on
- (7) 02/28/2012, 1/3 on 02/28/2013 and 1/3 on 02/28/2014. 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.

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