

Elliott Paul Donald
Form 3
September 05, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Elliott Paul Donald

(Last) (First) (Middle)

5219 LAURELWOOD

(Street)

KINGWOOD,Â TXÂ 77345

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/31/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner

___ Officer ___X___ Other

(give title below) (specify below)

Regional Partner

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

___X___ Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

12,000 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Performance Award ⁽²⁾	Â ⁽²⁾	08/31/2017	Common Stock	50,000	\$ 9 ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elliott Paul Donald 5219 LAURELWOOD KINGWOOD, TX 77345	Â	Â	Â	Regional Partner

Signatures

/s/ Paul D. Elliott 09/05/2012

 Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted Stock grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vest 1/3 on 08/31/2013, 1/3 on 08/31/2014 and 1/3 on 08/31/2015. Granted upon employment.

Represents performance-based stock awards granted under the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan. The award will vest (if at all) on or before August 31, 2017 on the date on which the closing price of Carriage's Common Stock is greater than or equal to \$21.50 for the third time, whether or not consecutive, within a period of 30 consecutive calendar days. If these conditions are satisfied on or prior to the first anniversary of the grant date, which is August 31, 2013, then the vesting date of these awards will be August 31, 2013; provided that the Reporting Person has remained continuously employed by Carriage through such date.
- (2) The award represents the right of the Reporting Person to receive shares of Carriage Services, Inc. Common Stock in exchange for payment of a purchase price equal to \$9.00 per share.
- (3)

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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