

Phillips Shawn R
Form 4
September 28, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

13722 CAHILL CT.

(Street)

CYPRESS, TX 77429

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CARRIAGE SERVICES INC [CSV]

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

09/26/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/26/2018		M	30,000 (A) or (D)	\$ 20.26	106,946	D
Common Stock	09/26/2018		D	30,000 (1)	\$ 21.79	76,946	D
Common Stock	09/27/2018		S	6,500	\$ 21.65	70,446	D

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 20.26	09/26/2018		M	30,000	(2)	02/25/2019	Common Stock	30,000
Stock Options	\$ 25.43					(3)	02/14/2028	Common Stock	16,610
Performance Award	(4)					(4)	12/31/2022	Common Stock	8,840
Stock Options	\$ 26.54					(5)	03/21/2027	Common Stock	38,600
Performance Award	(6)					(6)	12/31/2021	Common Stock	8,770
Stock Options	\$ 20.06					(7)	02/23/2026	Common Stock	16,700
Stock Options	\$ 22.58					(8)	02/24/2022	Common Stock	35,000
Performance Award	(9)					(9)	12/31/2020	Common Stock	5,200
Stock Options	\$ 5.94					(10)	03/05/2022	Common Stock	22,670
Stock Options	\$ 5.7					(11)	02/28/2021	Common Stock	17,910

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

09/28/2018

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 9/26/2018 to cover option price and taxes associated with the exercise of stock options granted.
- (2) Stock Option grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on 2/25/2015, 1/3 on 2/25/2016 and 1/3 on 2/25/2017. These stock options expire on 02/25/2019.
- (3) Stock Options granted pursuant to the Carriage Services, Inc. 2017 Omnibus Plan which will vest 1/5 on 2/14/2019, 2/14/2020, 2/14/2021, 2/14/2022 and 2/14/2023. The options expire on 2/14/2028.

Represents performance-based awards, payable in shares, granted under the Carriage Services, Inc. 2017 Omnibus Incentive Plan. The award will vest (if at all) on December 31, 2022 provided that certain criteria surrounding Adjusted Consolidated EBITDA (Adjusted

- (4) Earnings Before Interest Tax Depreciation and Amortization) and Adjusted Consolidated EBITDA Margin performance is achieved and the Reporting Person has remained continuously employed by Carriage through such date. The Adjusted Consolidated EBITDA performance represents 50% of the award and the Adjusted Consolidated EBITDA Margin performance represents 50% of the award.

- (5) Stock Options granted pursuant to the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan which 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.

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, 2021 provided that certain criteria surrounding Adjusted Consolidated EBITDA (Adjusted Earnings Before Interest Tax Depreciation and Amortization) and Adjusted Consolidated EBITDA

- (6) Margin performance is achieved and the Reporting Person has remained continuously employed by Carriage through such date. The Adjusted Consolidated EBITDA performance represents 50% of the award and the Adjusted Consolidated EBITDA Margin performance represents 50% of the award.

- (7) Stock Options granted pursuant to the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan which 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.

- (8) Stock Option grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on 2/24/2016, 1/3 on 2/24/2017 and 1/3 on 2/24/2018. These stock options expire on 02/24/2022.

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 Consolidated EBITDA (Adjusted Earnings Before Interest Tax Depreciation and Amortization) and Relative Shareholder Return

- (9) 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.

- (10) Stock Options grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on 03/05/2013, 1/3 on 03/05/2014 and 1/3 on 03/05/2015. These stock options expire on 03/05/2022.

- (11) Stock Options grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on 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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