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SERVICE CORPORATION INTERNATIONAL
Form 8-K
June 23, 2006

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) June 23, 2006 (June 22, 2006)

SERVICE CORPORATION INTERNATIONAL

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------------------|--|
| Texas | 1-6402-1 | 74-1488375 |
| ----- (State or other jurisdiction of incorporation) | ----- (Commission File Number) | ----- (I.R.S. Employer Identification No.) |

| | |
|---|---------------------|
| 1929 Allen Parkway Houston, Texas | 77019 |
| ----- (Address of principal executive offices) | ----- (Zip Code) |

Registrant's telephone number, including area code (713) 522-5141

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))

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ITEM 8.01 OTHER EVENTS

On June 22, 2006, Service Corporation International issued a press release announcing that it has, together with Alderwoods Group, Inc., entered into a timing agreement with the staff of the Federal Trade Commission in connection with the proposed merger of Alderwoods with a subsidiary of Service Corporation International. The full text of the press release is furnished herewith as

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Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Attached hereto as Exhibit 99.1 is a copy of Service Corporation International's press release.

99.1 Press Release, dated June 22, 2006 (furnished herewith)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

June 23, 2006

Service Corporation International

By: /s/ Eric D. Tanzberger

Eric D. Tanzberger
Senior Vice President and
Corporate Controller