Instruction 1(b).

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OTATERAL
Check this box if no longer subject to	STATEMI
Section 16. Form 4 or Form 5	
obligations may continue. See	

## ENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Bruce Mark R															k all applic Directo	able)		on(s) to Issu 10% Ow Other (s	ner
(Last) 3811 CA	(F RNDEN L.	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/05/2012									below)	Regiona	Λ	below)	Secily
(Street) MISSOURI CITY TX 77459					4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)																
		Tab	le I - Noi	n-Deri\	vativ	e Se	curities	s Acc	quired,	Dis	posed o	f, or Be	enefi	cially	Owned				
1. Title of Security (Instr. 3)  2. Transa Date (Month/D				ar)	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)			ties Acquii I Of (D) (In			5. Amou Securitie Beneficia Owned F Reported	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount	(A) or (D)		rice	Transact (Instr. 3	ion(s)			Instr. 4)		
Common Stock			03/05	5/2012				A		10,101	1 <sup>(1)</sup> A		\$0.00	40,311			D		
		-	Гable II -								osed of, onverti				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,	4. Transa Code ( 8)		of		6. Date Exercisa Expiration Date (Month/Day/Yea		•	of Securi Underlyi Derivativ	7. Title and Amour of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Ov Fo Dii or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)		Date Exercisabl		Expiration Date	Title	or	ount nber res					
Stock	\$5.94	03/05/2012			A		26,693		(2)		03/05/2022	Common	26,	693	\$0.00	62,130	6	D	

## **Explanation of Responses:**

- 1. Restricted Stock grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vest 1/3 on 03/05/2013, 1/3 on 03/05/2014 and 1/3 on 03/05/2015.
- 2. Stock Options grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vest 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.

## Remarks:

/s/ Mark R. Bruce 03/07/2012

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.