

STATEMENT 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

1. Name and Address of Reporting Person* <u>Phillips Shawn R</u>  (Last) (First) (Middle) 3040 POST OAK BLVD. SUITE 300  (Street) HOUSTON TX 77056  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CARRIAGE SERVICES INC [ CSV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								65,520	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Award	(1)	05/19/2020		A		13,974		(1)	12/31/2024	Common Stock	13,974	\$0	13,974	D	
Performance Award	(2)	05/19/2020		D			9,000	(2)	12/31/2024	Common Stock	9,000	\$0	0	D	
Performance Award	(3)	05/19/2020		D		10,500		(3)	12/31/2023	Common Stock	10,500	\$0	0	D	
Stock Options	\$25.43							(4)	02/14/2028	Common Stock	16,610		16,610	D	
Stock Options	\$26.54							(5)	03/21/2027	Common Stock	38,600		38,600	D	
Stock Options	\$20.06							(6)	02/23/2026	Common Stock	16,700		16,700	D	
Stock Options	\$22.58							(7)	02/24/2022	Common Stock	35,000		35,000	D	
Stock Options	\$5.94							(8)	03/05/2022	Common Stock	22,674		22,674	D	
Stock Options	\$5.7							(9)	02/28/2021	Common Stock	17,913		17,913	D	

Explanation of Responses:

- Represents performance awards, payable in shares on December 31, 2024 granted under the Carriage Services, Inc. 2017 Omnibus Incentive Plan. The award will vest (if at all) on December 31, 2024 provided that the Company's common stock reaches one of five pre-determined growth targets for a sustained period beginning on the grant date of May 19, 2020 and ending on December 31, 2024.
- Represents performance awards originally granted on February 19, 2020 and canceled by mutual agreement of the reporting person and the Issuer on May 19, 2020.
- Represents performance awards originally granted on February 20, 2019 and canceled by mutual agreement of the reporting person and the Issuer on May 19, 2020.
- Stock Options granted pursuant to the Carriage Services, Inc. 2017 Omnibus Plan which vested 1/5 on 2/14/2019 and 2/14/2020 and will vest 1/5 each year on 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 vested 1/5 on 3/21/2018, 3/31/2019 and 3/21/2020 and will vest 1/5 each year on 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 vested 1/5 on 2/23/2017, 2/23/2018, 2/23/2019 and 2/23/2020 and will vest 1/5 on 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 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 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 02/28/2012, 1/3 on 02/28/2013 and 1/3 on 02/28/2014. These stock options expire on 02/28/2021.

Remarks:

/s/ Shawn R. Phillips

05/26/2020

\*\* 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.

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