

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL                                 |           |
|--|-----------|
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| 1. Name and Address of Reporting Person *<br><u>Elliott Paul Donald</u><br><br>(Last) (First) (Middle)<br>3040 POST OAK BLVD.<br>SUITE 300<br><br>(Street)<br>HOUSTON TX 77056<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CARRIAGE SERVICES INC [ CSV ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br>Sr. VP and Regional Partner |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/19/2020                      |  |
| 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                    |                                      |  |                                |   |   |            |       | 24,498  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 6,029   | I  | Joint with spouse                                     |

**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 |   |  |  |   |  |
| Performance Award                          | (1)  |                                      |  |                                |   |  |     | (1)  | 12/31/2024      | Common Stock  | 9,000                                      | 9,000  | D   |  |
| Performance Award                          | (2)  |                                      |  |                                |   |  |     | (2)  | 12/31/2023      | Common Stock  | 10,500                                     | 10,500   | D   |  |
| Stock Options                              | \$25.43  |                                      |  |                                |   |  |     | (3)  | 02/14/2028      | Common Stock  | 16,610                                     | 16,610   | D   |  |
| Stock Options                              | \$26.54  |                                      |  |                                |   |  |     | (4)  | 03/21/2027      | Common Stock  | 38,600                                     | 38,600   | D   |  |
| Stock Options                              | \$20.06  |                                      |  |                                |   |  |     | (5)  | 02/23/2026      | Common Stock  | 17,300                                     | 17,300   | D   |  |
| Stock Options                              | \$22.58  |                                      |  |                                |   |  |     | (6)  | 02/24/2022      | Common Stock  | 38,000                                     | 38,000   | 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) during 2024 provided that certain criteria surrounding share price performance is achieved and the Reporting Person has remained continuously employed by Carriage through such date.
- Represents performance awards, payable in shares on December 31, 2023 granted under the Carriage Services, Inc. 2017 Omnibus Incentive Plan. The award will vest (if at all) during December 2023 provided that certain criteria surrounding share price performance is achieved and the Reporting Person has remained continuously employed by Carriage through such date.
- Stock Options granted pursuant to the Carriage Services, Inc. 2017 Omnibus Plan which 1/5 vested on 2/14/2019 and 2/14/2020 and 1/5 will vest 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, 3/21/2019, 3/21/2020 and will vest 1/5 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, 1/5 vested on 2/23/2018, 1/5 vested on 2/23/2019, 1/5 vested on 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.

**Remarks:**

/s/ Paul D. Elliott 03/04/2020  
 \*\* 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.

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.