

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>PAYNE MELVIN C</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 06/18/2015	
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	06/18/2015		G		100	D	\$24.41	1,333,143	D	
Common Stock								3,518	I	Spouse
Common Stock								80,270	I	daughter in same household

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Options	\$22.58						(1)	02/24/2022	Common Stock	100,000	100,000	D	
Stock Options	\$20.49						(2)	03/03/2019	Common Stock	100,000	100,000	D	
Stock Options	\$16.73						(3)	05/22/2018	Common Stock	100,000	100,000	D	
Stock Options	\$5.7						(4)	02/28/2021	Common Stock	41,419	41,419	D	
Stock Options	\$4.78						(5)	05/18/2020	Common Stock	21,200	21,200	D	

**Explanation of Responses:**

- Stock Options granted pursuant to the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan which will vest 1/3 on 2/24/2016, 1/3 on 2/24/2017 and 1/3 on 2/24/2018. These stock options expire on 2/24/2022.
- Stock Options granted pursuant to the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on 3/3/2015 and will vest 1/3 on 3/3/2016 and 1/3 on 3/3/2017. These stock options expire on 3/3/2019.
- Stock Options grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on 05/22/2014 and 1/3 05/22/2015 and 1/3 will vest on 05/22/2016. These stock options expire on 05/22/2018.
- 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.
- Stock Options grant pursuant to the Carriage Services, Inc. Amended and Restated 2006 Long-Term Incentive Plan which vested 1/3 on 05/18/2011, 1/3 on 05/18/2012 and 1/3 on 05/18/2013. These stock options expire on 05/18/2020.

**Remarks:**

/s/ Melvin C. Payne 06/18/2015  
 \*\* 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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