

HEILIGBRODT L WILLIAM  
Form 4  
August 06, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HEILIGBRODT L WILLIAM**

2. Issuer Name and Ticker or Trading Symbol  
**CARRIAGE SERVICES INC [CSV]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
11015 LANDON LANE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/02/2012

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Vice Chairman of the Board

HOUSTON, TX 77024  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
Common Stock				(A) or (D)	227,832	D	
Common Stock				(A) or (D)	53,040	I	Agent for Corrine C. Heiligbrodt Separate Property

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Security, 8. Code, 9. V, 10. (A), 11. (D), 12. Date Exercisable, 13. Expiration Date, 14. Title, 15. Amount of Underlying Security. Row 1: Performance Award (1), \$ 9 (2), 08/02/2012, A, 320,000, (1), 08/02/2017, Common Stock, 320,000.

Reporting Owners

Table with 2 rows: Reporting Owner Name / Address and Relationships. Row 1: HEILIGBRODT L WILLIAM, 11015 LONDON LANE, HOUSTON, TX 77024. Relationships: Director, 10% Owner, Officer, Other.

Signatures

/s/ L. William Heiligbrodt, 08/06/2012. \*\*Signature of Reporting Person, Date.

Explanation of Responses:

- \* 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).
Represents performance-based stock awards granted under the Carriage Services, Inc. Second Amended and Restated 2006 Long-Term Incentive Plan.
(1) Stock is greater than or equal to \$21.50 for the third time, whether or not consecutive, within a period of 30 consecutive calendar days.
(2) The award represents the right of the Reporting Person to receive shares of Carriage Common Stock in exchange for payment of a purchase price equal to \$9.00 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.