

Haigler Cliff  
 Form 4  
 November 05, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
 Haigler Cliff

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)  
 1901 POST OAK BLVD., APT 2108

3. Date of Earliest Transaction (Month/Day/Year)  
 11/01/2012

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Director Financial Reporting

(Street)

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

HOUSTON, TX 77056

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/01/2012		A	12,000 A \$ 11.22	12,000	D	

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

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SEC 1474 (9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Award <sup>(1)</sup>	\$ 11.5 <sup>(2)</sup>	11/01/2012		A	25,000	<sup>(1)</sup> 11/01/2017	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haigler Cliff 1901 POST OAK BLVD., APT 2108 HOUSTON, TX 77056			Director Financial Reporting	

## Signatures

/s/ Cliff Haigler 11/05/2012

<sup>(1)</sup>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. The award will vest (if at all) on or before November 1, 2017 on the date on which the closing price of Carriage's Common 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. If these conditions are satisfied on or prior to the first anniversary of the grant date, which is November 1, 2013, then the vesting date of these awards will be November 1, 2013; provided that the Reporting Person has remained continuously employed by Carriage through such date.
- (1) Common 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. If these conditions are satisfied on or prior to the first anniversary of the grant date, which is November 1, 2013, then the vesting date of these awards will be November 1, 2013; provided that the Reporting Person has remained continuously employed by Carriage through such date.
- (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 \$11.50 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.