

FOSTER VINCENT D
Form 4/A
November 15, 2011

FORM 4

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

OMB APPROVAL

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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 *
FOSTER VINCENT D

(Last) (First) (Middle)
1300 POST OAK BLVD., STE. 800

(Street)
HOUSTON, TX 77056

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
11/10/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

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 | 11/08/2011 | | M | (A) 24,000 (1) | \$ 4.465 185,450 | D | |
| Common Stock | 11/08/2011 | | F | 18,398 (2) | \$ 5.8247 167,052 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options | \$ 4.5 | 11/08/2011 | | M | 6,000 | 05/07/2002 05/07/2012 | Common | 6,000 |
| Options | \$ 3.6 | 11/08/2011 | | M | 6,000 | 05/13/2003 05/18/2013 | Common | 6,000 |
| Options | \$ 4.95 | 11/08/2011 | | M | 6,000 | 05/18/2004 05/18/2014 | Common | 6,000 |
| Options | \$ 4.81 | 11/08/2011 | | M | 6,000 | 05/25/2006 05/25/2016 | Common | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FOSTER VINCENT D 1300 POST OAK BLVD., STE. 800 HOUSTON, TX 77056 | | | X | |

Signatures

/S/Vincent D.
Foster

11/15/2011

**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).
- (1) Common stock was acquired thus the notation of "D" in original filing on November 10, 2011 has now been changed to A.
- (2) Represents 18,398 shares withheld on November 8, 2011 to cover the payment of the exercise price associated with the exercise of the options previously granted to the Reporting Person under the Carriage Services Director Stock Incentive Plan.

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.