

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Phillips Shawn R</u>			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) Director _____ 10% Owner _____ Officer (give title below) <u>X</u> Other (specify below) _____ Senior Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person		
3040 POST OAK BLVD. SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	HOUSTON TX 77056				

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	03/07/2022		M		4,000	A	\$20.06	105,789	D	
Common Stock	03/07/2022		F		2,760 ⁽¹⁾	D	\$51.16	103,029	D	
Common Stock	03/07/2022		S		1,201	D	\$51.16	101,828	D	
Common Stock	03/07/2022		M		3,000	A	\$20.06	104,828	D	

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						Title
Stock Options	\$20.06	03/07/2022		M			4,000	(2)	02/23/2026	Common Stock	4,000	\$0	12,700	D	
Stock Options	\$20.06	03/07/2022		M			3,000	(2)	02/23/2026	Common Stock	3,000	\$0	9,700	D	
Stock Options	\$49.48							(3)	02/23/2032	Common Stock	25,000		25,000	D	
Performance Award	(4)							(4)	12/31/2024	Common Stock	32,778		32,778	D	
Stock Options	\$34.79							(5)	02/17/2031	Common Stock	50,000		50,000	D	
Stock Options	\$25.43							(6)	02/14/2028	Common Stock	16,610		16,610	D	
Stock Options	\$26.54							(7)	03/21/2027	Common Stock	38,600		38,600	D	

Explanation of Responses:

- Represents shares withheld on 3/7/2022 to cover the option price and taxes associated with the exercise of stock options.
- 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, 2/23/2018, 2/23/2019, 2/23/2020 and 2/23/2021. 7,000 options were exercised on 3/7/2022. These stock options expire on 2/23/2026.
- Stock Options granted on 2/23/2022 pursuant to the Carriage Services, Inc. 2017 Omnibus Incentive Plan that will vest in equal increments each year over the next seven years. These options expire on 2/23/2032.
- 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) on December 31, 2024 provided that the Company's common stock reaches one of five pre-determined growth targets for a sustained period beginning on the grant date of May 19, 2020 and ending on December 31, 2024.
- Stock Options granted on 2/17/2021 pursuant to the Carriage Services, Inc. 2017 Omnibus Incentive Plan which vested 20% on 2/17/2022 and that will vest in equal 20% increments each year over the next four years. These options expire on 2/17/2031.
- Stock Options granted pursuant to the Carriage Services, Inc. 2017 Omnibus Plan which vested 1/5 on 2/14/2019, 2/14/2020, 2/14/2021, 2/14/2022 and 1/5 will vest on 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, 3/21/2021 and 1/5 will vest on 3/21/2022. These stock options expire on 3/21/2027.

Remarks:

/s/ Shawn R. Phillips

03/09/2022

** 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.