

CARRIAGE SERVICES INC  
Form 8-K  
February 04, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 29, 2009**

**Carriage Services, Inc.**

*(Exact name of registrant as specified in its charter)*

Delaware  
*(State or other jurisdiction  
of incorporation)*

1-11961  
*(Commission  
File Number)*

76-0423828  
*(IRS Employer  
Identification No.)*

3040 Post Oak Boulevard, Suite 300  
Houston, Texas 77056

*(Address, including zip code, of principal executive offices)*

Registrant's telephone number, including area code:  
(713) 332-8400

- o Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

(e) Compensatory Arrangements of Certain Officers

On January 29, 2009, the Compensation Committee of the Board of Directors of Carriage Services, Inc. (the Company ), approved the following awards to officers of the Company pursuant to the 2006 Long-Term Incentive Plan and under the terms of the Performance Unit Award Agreement (the Agreement ) attached in Exhibit 10.1 for the performance period beginning January 1, 2009 and ending December 31, 2011:

| OFFICER/Grantee   | UNITS AWARDED<br>Performance Period<br>Ending:<br>December 31, 2011 |
|-------------------|---|
| Melvin C. Payne   | 300,000   |
| J. Bradley Green  | 70,000  |
| George J. Klug    | 70,000  |
| Terry E. Sanford  | 100,000   |
| Kevin P. Musico   | 70,000  |
| Jay D. Dodds      | 100,000   |
| Katie S. Leahy    | 70,000  |
| Shawn R. Phillips | 70,000  |

The awards provide the officers the opportunity to earn a cash payment at the end of the performance period based on the change in the market price of the common stock of the Company during the performance period compared to the total shareholder return of the companies constituting the Russell Microcap Index during the performance period and compared with the total shareholder return achieved by a peer group consisting of Service Corporation International and Stewart Enterprises, Inc, during the performance period. Each unit has a value of \$1.00. The cash payment can range from 0% to 150% of the units awarded multiplied by the unit value.

The Agreements for each officer are identical to the form and content of the Agreement in Exhibit 10.1 except for the number of performance units awarded, indicated above.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) The exhibit is listed in the Exhibit Index set forth on the final page of this Current Report.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, Carriage Services, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARRIAGE SERVICES, INC.

Dated: February 4, 2009

By: /s/ Terry E. Sanford  
Terry E. Sanford  
Senior Vice President, Chief Financial Officer and  
Treasurer

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description of Exhibits</b>  |
|--------------------|---|
| 10.1               | Carriage Services, Inc. Performance Unit Award Agreement for award date January 1, 2009 |

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