

REPUBLIC SERVICES, INC.
Form 4
January 16, 2015

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 *
SLAGER DONALD W

2. Issuer Name and Ticker or Trading Symbol
REPUBLIC SERVICES, INC.
[RSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
18500 N. ALLIED WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

PHOENIX, AZ 85054

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

(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) | Price | | |
| Common Stock | 01/15/2015 | | M | 139 ⁽¹⁾ A | \$ 0 | 258,507 | D |
| Common Stock | 01/15/2015 | | F | 46 ⁽²⁾ D | \$ 40.04 | 258,461 | 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)

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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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 01/15/2015 | | A | 1,266 | (4) (4) | Common Stock | 1,266 |
| Restricted Stock Units | (3) | 01/15/2015 | | M | 139 | (1) (1) | Common Stock | 139 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SLAGER DONALD W 18500 N. ALLIED WAY PHOENIX, AZ 85054 | X | | President and CEO | |

Signatures

/s/ Eileen B. Schuler
Attorney-in-Fact
01/16/2015
**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) The Reporting Person previously reported on a Form 4 filed on 01/06/2015 the vesting on 01/03/2015 of 19,877 RSUs, that were paid in the form of Republic Services, Inc.'s common stock ("Common Stock"). Due to the Dividend Record date of 01/02/2015, the foregoing RSUs received dividend equivalents on the Dividend Payment Date of 01/15/2015. Therefore, a total of 139 RSUs were automatically paid out in the form of shares of Common Stock on 01/15/2015.
- (2) Represents shares of common stock to satisfy the tax liability of the Reporting Person upon the vesting of 139 shares under Restricted Stock Unit awards. The fair market value of the exchanged shares was \$40.04 (the closing price of Republic Services, Inc.'s common stock on 01/15/2015).
- (3) Each Restricted Stock Unit represents the contingent right to one share of common stock of Republic Services, Inc.
- (4) Reflects dividend equivalents received on the Restricted Stock Units ("RSUs") as awarded per the Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan.

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(5) Reflects the total number of outstanding Restricted Stock Units as of 01/15/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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