

REPUBLIC SERVICES, INC.
Form 4
January 20, 2015

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 *
Rissman Michael P

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 NORTH ALLIED WAY
(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/General Counsel/Secretary

PHOENIX, AZ 85054

(City) (State) (Zip)

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

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 | 35 ⁽¹⁾ | A \$ 0 | 26,757 | D |
| Common Stock | 01/15/2015 | | F | 12 ⁽²⁾ | D \$ 40.04 | 26,745 | D |

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

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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. Price or Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units | (3) | 01/15/2015 | | A | 391 | (4) (4) | Common Stock | 391 \$ 40 |
| Restricted Stock Units | (3) | 01/15/2015 | | M | 35 | (1) (1) | Common Stock | 35 \$ 40 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rissman Michael P 18500 NORTH ALLIED WAY PHOENIX, AZ 85054 | | | EVP/General Counsel/Secretary | |

Signatures

/s/ Eileen B. Schuler
Attorney-in-Fact
Date: 01/20/2015

**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 4,969 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 35 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 35 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.

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- (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. A portion of the outstanding RSUs are held under the Company's Deferred Compensation Plan.
- (5) Reflects the total number of outstanding Restricted Stock Units as of 01/15/2015. A portion of the Restricted Stock Units are held under the Company's Deferred Compensation Plan.

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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