

CASELLA WASTE SYSTEMS INC
 Form 4
 December 13, 2013

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 *
 Johnson Edwin D

2. Issuer Name and Ticker or Trading Symbol
 CASELLA WASTE SYSTEMS INC
 [CWST]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 25 GREENS HILL LANE, C/O
 CASELLA WASTE SYSTEMS,
 INC.

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/11/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 President & COO

(Street)
 RUTLAND, VT 05701

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)	Code	V	Amount	(D)	Price

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

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 (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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Incentive Stock Option (Right to Buy)	\$ 3.81	07/06/2010		J ⁽¹⁾		50,000	07/06/2013 07/05/2020	Class A Common Stock	50,
Incentive Stock Option (Right to Buy)	\$ 4	12/05/2012		J ⁽¹⁾		52,534	12/05/2015 12/04/2022	Class A Common Stock	52,
Incentive Stock Option (Right to Buy)	\$ 5.71	12/11/2013		A ⁽¹⁾		50,000	12/11/2013 12/10/2023	Class A Common Stock	50,
Incentive Stock Option (Right to Buy)	\$ 5.71	12/11/2013		A ⁽¹⁾		52,534	12/05/2015 12/10/2023	Class A Common Stock	52,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Edwin D 25 GREENS HILL LANE C/O CASELLA WASTE SYSTEMS, INC. RUTLAND, VT 05701			President & COO	

Signatures

/s/ Edwin D.
Johnson 12/13/2013

**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) On December 11, 2013, the Reporting Person entered into a rescission agreement with the Issuer for the cancellation of a stock option to purchase 50,000 shares of common stock granted to the Reporting Person on July 6, 2010 and a stock option to purchase 52,534 shares of common stock granted to the reporting person on December 5, 2012 (collectively, the "Prior Options"). The Prior Options were cancelled because it was determined that they were issued to the Reporting Person in excess of the limits under the Issuer's 2006 Stock Incentive Plan. The stock options granted to the Reporting Person on December 11, 2013 and reported on this Form 4 replaced the Prior Options.

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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