

SLAGER DONALD W
Form 4
December 09, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Last) (First) (Middle)

C/O REPUBLIC SERVICES, INC., 18500 N. ALLIED WAY

(Street)

PHOENIX, AZ 85054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

REPUBLIC SERVICES INC [RSG]

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

12/05/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 par value | 12/05/2008 | | A | 128,783 | A <u>1</u> 128,783 | 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)

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 Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 46.81 | 12/05/2008 | | A | | 36,000 | | 12/05/2008 | 12/29/2008 | Common Stock | 36,000 |
| Employee Stock Option (right to buy) | \$ 29.58 | 12/05/2008 | | A | | 78,750 | | 12/05/2008 | 04/06/2009 | Common Stock | 78,750 |
| Employee Stock Option (right to buy) | \$ 22.93 | 12/05/2008 | | A | | 33,750 | | 12/05/2008 | 12/11/2012 | Common Stock | 33,750 |
| Employee Stock Option (right to buy) | \$ 20.07 | 12/05/2008 | | A | | 67,500 | | 12/05/2008 | 05/22/2013 | Common Stock | 67,500 |
| Employee Stock Option (right to buy) | \$ 19.42 | 12/05/2008 | | A | | 59,850 | | 12/05/2008 | 12/30/2015 | Common Stock | 59,850 |
| Employee Stock Option (right to buy) | \$ 28.69 | 12/05/2008 | | A | | 74,970 | | 12/05/2008 | 12/05/2016 | Common Stock | 74,970 |
| Employee Stock Option (right to buy) | \$ 25.51 | 12/05/2008 | | A | | 112,500 | | 12/05/2008 | 12/11/2017 | Common Stock | 112,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SLAGER DONALD W C/O REPUBLIC SERVICES, INC. 18500 N. ALLIED WAY PHOENIX, AZ 85054 | | | President and COO | |

Signatures

/s/ Jo Lynn White, 12/09/2008
 Attorney-in-Fact

**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) Acquired in exchange for 286,185 shares of Allied Waste Industries, Inc. ("Allied") common stock in connection with the merger of Allied with and into a wholly owned subsidiary of the Issuer (the "Merger"). At the effective time of the Merger, the market price of Allied common stock was \$10.10 per share and the market price of the Issuer common stock was \$22.60 per share.
 - (2) Acquired in the Merger in exchange for an employee stock option to acquire 80,000 shares of Allied common stock for \$21.0625 per share.
 - (3) Acquired in the Merger in exchange for an employee stock option to acquire 175,000 shares of Allied common stock for \$13.3125 per share.
 - (4) Acquired in the Merger in exchange for an employee stock option to acquire 75,000 shares of Allied common stock for \$10.32 per share.
 - (5) Acquired in the Merger in exchange for an employee stock option to acquire 150,000 shares of Allied common stock for \$9.03 per share.
 - (6) Acquired in the Merger in exchange for an employee stock option to acquire 133,000 shares of Allied common stock for \$8.74 per share.
 - (7) Acquired in the Merger in exchange for an employee stock option to acquire 166,600 shares of Allied common stock for \$12.91 per share.
 - (8) Acquired in the Merger in exchange for an employee stock option to acquire 250,000 shares of Allied common stock for \$11.48 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.