

Ellingsen Catharine D
Form 4
February 20, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ellingsen Catharine D

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)
02/18/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP/Chief Legal Officer/Sec

PHOENIX, AZ 85054

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/18/2019		M	497 ⁽¹⁾ A \$ 0	12,523	D	
Common Stock	02/18/2019		F	221 ⁽²⁾ D \$ 77.63	12,302	D	
Common Stock	02/18/2019		M	1,126 ⁽³⁾ A \$ 0	13,428	D	
Common Stock	02/18/2019		F	510 ⁽²⁾ D \$ 77.63	12,918	D	
Common Stock	02/18/2019		M	1,567 ⁽⁴⁾ A \$ 0	14,485	D	

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Cpmmon Stock 02/18/2019 F 697 ⁽²⁾ D \$ 77.63 13,788 D

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)

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 (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 Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(5)</u>	02/18/2019		M	497	<u>(1)</u>	<u>(1)</u>	Common Stock 497
Restricted Stock Units	<u>(5)</u>	02/18/2019		M	1,126	<u>(3)</u>	<u>(3)</u>	Common Stock 1,126
Restricted Stock Units	<u>(5)</u>	02/18/2019		M	1,567	<u>(4)</u>	<u>(4)</u>	Common Stock 1,567

Reporting Owners

Reporting Owner Name / Address	Relationships
Ellingsen Catharine D 18500 N. ALLIED WAY PHOENIX, AZ 85054	Director 10% Owner Officer Other EVP/Chief Legal Officer/Sec

Signatures

/s/ Eileen B. Schuler 02/20/2019
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) The Restricted Stock Units ("RSUs") granted on 02/18/2016 vest 25% on each of the first four anniversaries of the date of grant. 497 RSUs, that included accrued dividend equivalents, vested on 02/18/2019 and were paid out in the form of Republic Services, Inc.'s common stock.
- (2) Represents shares of common stock to satisfy the tax liability of the Reporting Person upon the vesting of shares under a Restricted Stock Unit award on Monday, 02/18/2019. The fair market value of the exchanged shares was \$77.63 (the closing price of Republic Services, Inc.'s common stock on Friday, 02/15/2019 since 02/18/2019 was a federal holiday).
- (3) The Restricted Stock Units ("RSUs") granted on 02/18/2017 vest 25% on each of the first four anniversaries of the date of grant. 1,126 RSUs, that included accrued dividend equivalents, vested on 02/18/2019 and were paid out in the form of Republic Services, Inc.'s common stock. Does not include deferred RSUs that do not settle to common stock at this time (25% of initial grant was deferred under Republic's Deferred Compensation Plan).
- (4) The Restricted Stock Units ("RSUs") granted on 02/18/2018 vest 25% on each of the first four anniversaries of the date of grant. 1,567 RSUs, that included accrued dividend equivalents, vested on 02/18/2019 and were paid out in the form of Republic Services, Inc.'s common stock.
- (5) Each Restricted Stock Unit represents the contingent right to one share of common stock of Republic Services, Inc.

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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