

REPUBLIC SERVICES, INC.

Form 4

February 21, 2017

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
02/18/2017

☐ 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 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 Indirect Beneficial (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/18/2017		M		14,597 (1)	A \$ 0	253,885 D
Common Stock	02/18/2017		F		6,868 (2)	D \$ 60.75	247,017 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Restricted Stock Units	(3)	02/18/2017		M	14,597	(1) (1)	Common Stock 14,597
Restricted Stock Units	(4)	02/18/2017		A	42,799	(4) (4)	Common Stock 42,799

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 02/21/2017

__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. 14,597 RSUs, that included accrued dividend equivalents, vested on 02/18/2017 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 14,597 shares under a Restricted Stock Unit award on Saturday, 02/18/2017. The fair market value of the exchanged shares was \$60.75 (the closing price of Republic Services, Inc.'s common stock on Friday, 02/17/2017).
- (3) Each Restricted Stock Unit represents the contingent right to one share of common stock of Republic Services, Inc.
- (4) Restricted Stock Units ("RSUs") awarded pursuant to Republic Services, Inc.'s 2007 Stock Incentive Plan, as amended. The award will vest 25% on each of the first four anniversaries of the date of grant (which date of grant is Saturday, 02/18/2017) and each RSU ultimately will be paid out in the form of one share of Republic Services, Inc.'s common stock. The number of RSUs was calculated based on the closing stock price of Republic Services, Inc.'s common stock on Friday, 02/17/2017 (\$60.75). Reporting Person elected to defer this grant in accordance with the Republic Services, Inc. Deferred Compensation Plan, as amended.

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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