

MILLER MARK C
Form 4
April 10, 2019

FORM 4

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

OMB APPROVAL

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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 *
MILLER MARK C

2. Issuer Name and Ticker or Trading Symbol
STERICYCLE INC [SRCL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
28161 N. KEITH DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/08/2019

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

LAKE FOREST, IL 60045

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		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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	04/08/2019		M ⁽¹⁾		132,030	A	\$ 51.55	325,848	D	
Common Stock	04/08/2019		S ⁽¹⁾		132,030	D	\$ 57.3023	193,818	D	
Common Stock	04/08/2019		M ⁽¹⁾		42,253	A	\$ 51.55	236,071	D	
Common Stock	04/08/2019		S ⁽¹⁾		42,253	D	\$ 57.3023	193,818	D	
Common Stock	04/08/2019		M ⁽¹⁾		20,000	A	\$ 51.2	213,818	D	
Common Stock	04/08/2019		S ⁽¹⁾		20,000	D		193,818	D	

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Common Stock					\$	57.3023	
Common Stock	04/09/2019		M ⁽¹⁾	66,031	A	\$ 51.55	259,849 D
Common Stock	04/09/2019		S ⁽¹⁾	66,031	D	\$ 56.8233	193,818 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 51.2	04/08/2019		M ⁽¹⁾	20,000	02/10/2020	02/10/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 51.55	04/08/2019		M ⁽¹⁾	174,283	02/09/2010	02/09/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 51.55	04/09/2019		M ⁽¹⁾	66,031	02/09/2010	02/09/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER MARK C 28161 N. KEITH DRIVE LAKE FOREST, IL 60045	X			

Signatures

/s/ Mark C.
Miller

04/10/2019

__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) This exercise of stock options and corresponding sale of shares was pursuant to a Rule 10b5-1 trading plan entered into by the reporting person.

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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