

CASELLA WASTE SYSTEMS INC
Form 4/A
March 23, 2017

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 *
CALLAHAN JAMES F JR

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)
C/O CASELLA WASTE SYSTEMS, INC., 25 GREENS HILL LANE

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2017

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

(Street)
RUTLAND, VT 05701

4. If Amendment, Date Original Filed(Month/Day/Year)
03/17/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 03/16/2017 | | S | 7,500 | \$ 12.62 (2) | I | SEE FOOTNOTE (1) |
| Class A Common Stock | | | | | 88,591 | 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)

displays a currently valid OMB control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CALLAHAN JAMES F JR
C/O CASELLA WASTE SYSTEMS, INC.
25 GREENS HILL LANE
RUTLAND, VT 05701

X

Signatures

/s/ Shelley S. Field, Attorney in Fact for James F. Callahan, Jr.

03/23/2017

__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) Held by the James F. Callahan, Jr. 1998 Trust, of which the Reporting Person is co-trustee.

Represents the weighted average sales price for shares sold at prices ranging from \$12.52 to \$12.69, inclusive. Upon request of the staff of the Securities and Exchange Commission, the issuer or a securities holder of such issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(3) The Form 4 filed on March 17, 2017, by the Reporting Person incorrectly reported that the 7,500 shares sold were owned directly by the Reporting Person. This Form 4 amendment is being filed to report that the shares sold were owned indirectly 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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