

CASELLA WASTE SYSTEMS INC
 Form 4/A
 April 30, 2015

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 *
 CASELLA JOHN W

2. Issuer Name and Ticker or Trading Symbol
 CASELLA WASTE SYSTEMS INC
 [CWST]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Last) (First) (Middle)
 C/O CASELLA WASTE SYSTEMS, 25 GREENS HILL LANE

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2015

(Street)
 RUTLAND, VT 05701

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/26/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock | 02/24/2015 | | A | 87,600 (1) | A \$ 0 498,389 (2) (3) | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CASELLA JOHN W C/O CASELLA WASTE SYSTEMS 25 GREENS HILL LANE RUTLAND, VT 05701 | X | | Chief Executive Officer | |

Signatures

/s/ John W. Casella 04/30/2015

__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).

Represents the Restricted Stock Unit (RSU) award granted on February 24, 2015, and previously reported on February 26, 2015. Each (1) RSU represents a contingent right to receive one share of Casella's Class A Common Stock. RSU's vest in three equal installments beginning on February 24, 2016.

This amendment is being filed solely to correct the number of shares of Class A Common Stock directly beneficially owned. The number of shares of Class A Common Stock directly beneficially owned shown in Table I, column 5 of the Form 4 filed on February 26, 2015 (the "Original Form 4") inadvertently omitted 95,052 shares of Class A Common Stock. The number of shares of Class A Common Stock directly beneficially owned as shown in Table I, column 5 of this amendment represents the correct number of shares of Class A common stock directly beneficially owned by Mr. Casella following the transaction previously reported in the Original Form 4.

91,940 shares omitted in the Table I, column 5 direct beneficial ownership total of the Original Form 4 were also incorrectly omitted from the direct beneficial ownership total reported, if applicable, in the Form 4s filed by Mr. Casella from December 17, 2009 through July 7, 2014 and the Form 5 filed by Mr. Casella on June 13, 2014 (the "Form 5"). An additional 3,112 shares omitted in the Table I, column 5 direct beneficial ownership total of the Original Form 4 were also incorrectly omitted from the direct beneficial ownership total reported, if applicable, in the Form 4s filed by Mr. Casella from December 17, 2013 through July 7, 2014 and the Form 5.

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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