

REPUBLIC SERVICES, INC.
Form 4
October 31, 2016

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 *
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)
10/28/2016

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 (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 | 10/28/2016 | | M | | 48,970 | A | \$ 28.69 (1) |
| Common Stock | 10/28/2016 | | M | | 115,658 | A | \$ 28.68 (2) |
| Common Stock | 10/28/2016 | | S | | 164,628 | D | \$ 52 (1) (2) |
| | | | | | | | 257,367 |
| | | | | | | | 373,025 |
| | | | | | | | 208,397 |

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 Shares |
| Common Stock Option | \$ 28.69 | 10/28/2016 | | M | 48,970 | <u>(1)</u> 12/05/2016 | Common Stock 48,970 |
| Common Stock Option | \$ 28.68 | 10/28/2016 | | M | 115,658 | <u>(2)</u> 01/04/2017 | Common Stock 115,658 |

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

10/31/2016

 **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) On 10/28/2016, Mr. Slager exercised 48,970 options and sold such shares at the sale price of \$52.00 in accordance with his established Rule 10b5-1 Sales Plan executed on 08/12/2016, and having a Plan start date of 08/18/2016 and Plan end date of 01/04/2017. Under the non-qualified stock option grant, 48,970 options were fully vested and exercisable as of 10/28/2016, and the grant was due to expire on 12/05/2016. There are no other outstanding options under this grant.

(2) On 10/28/2016, Mr. Slager exercised 115,658 options and sold such shares at the sale price of \$52.00 in accordance with his established Rule 10b5-1 Sales Plan executed on 08/12/2016, and having a Plan start date of 08/18/2016 and Plan end date of 01/04/2017. Under the non-qualified stock option grant, 115,658 options were fully vested and exercisable as of 10/28/2016, and the grant was due to expire on 01/04/2017. There are no other outstanding options under this grant.

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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