

Hughes Jeffrey A
Form 4
January 17, 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 *
Hughes Jeffrey A

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 NORTH ALLIED WAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Chief Administrative Office

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P... Der... Sec... |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|-----------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|-----------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Ins |
|---------------------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|--|------|
| Restricted Stock Units | <u>(1)</u> | 01/15/2019 | | | A | | 193 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 193 | \$ |
| Stock Units | <u>(3)</u> | 01/15/2019 | | | A | | 186 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 186 | \$ |
| Stock Units | <u>(4)</u> | 01/15/2019 | | | A | | 36 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 36 | \$ |
| Performance Shares (PSUs) | <u>(1)</u> | 01/15/2019 | | | A | | 43 | | <u>(5)</u> | <u>(5)</u> | Common Stock | 43 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hughes Jeffrey A 18500 NORTH ALLIED WAY PHOENIX, AZ 85054 | | | EVP Chief Administrative Offic | |

Signatures

/s/ Eileen B. Schuler
Attorney-in-Fact

01/17/2019

 **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) Based on 1 on 1 conversion.
- (2) Reflects dividends paid on the Restricted Stock Units awarded per the Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan. A portion of Mr. Hughes' Restricted Stock Units are held under the Company's Deferred Compensation Plan.
Mr. Hughes holds these stock units under the Republic Services Stock Unit Fund pursuant to his election under the Company's Deferred
- (3) Compension Plan. These stock units are settled through the issuance of shares of the Company's common stock (one on one conversion) and receive dividend equivalents, in the form of additional stock units, each time a dividend is paid on the Company's common stock.
Mr. Hughes holds these stock units under the Republic Services Stock Investment Fund ("Investment Fund") pursuant to his election
- (4) under the Company's Deferred Compensation Plan. The Investment Fund is a measurement fund under which units are equal in value to shares of the Company's common stock and are settled in cash and receive dividend equivalents, in the form of additional stock units, each time a dividend is paid on the Company's common stock.

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- (5) Reflects dividend equivalents received on the 8,442 Performance Shares ("PSUs") earned as of 02/06/2018 per the Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan and such PSUs were deferred under the Company's Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.