

REPUBLIC SERVICES, INC.
Form 4
February 21, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
02/18/2017

____ 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/18/2017		M		2,807 (1) \$ 0	D	
Common Stock	02/18/2017		F		1,296 (2) \$ 60.75	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	(3)	02/18/2017		M	2,807	(1)	(1)	Common Stock	2,807
Restricted Stock Units	(4)	02/18/2017		A	8,231	(4)	(4)	Common Stock	8,231
Restricted Stock Units	(5)	02/18/2017		A	4,116	(5)	(5)	Common Stock	4,116

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 Officer	

Signatures

/s/ Eileen B. Schuler
Attorney-in-Fact
Date: 02/21/2017

**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).

The Restricted Stock Units ("RSUs") granted on 02/18/2016 vest 25% on each of the first four anniversaries of the date of grant. 2,807 (1) RSUs, that included accrued dividend equivalents, vested on 02/18/2017 and were paid out in the form of Republic Services, Inc.'s common stock.

Represents shares of common stock to satisfy the tax liability of the Reporting Person upon the vesting of 2,807 shares under a Restricted (2) Stock Unit award on Saturday, 02/18/2017. The fair market value of the exchanged shares was \$60.75 (the closing price of Republic Services, Inc.'s common stock on Friday, 02/17/2017).

(3) Each Restricted Stock Unit represents the contingent right to one share of common stock of Republic Services, Inc.

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- Restricted Stock Units ("RSUs") awarded pursuant to Republic Services, Inc.'s 2007 Stock Incentive Plan, as amended. The award will vest 25% on each of the first four anniversaries of the date of grant (which date of grant is Saturday, 02/18/2017) and each RSU
- (4) ultimately will be paid out in the form of one share of Republic Services, Inc.'s common stock. The number of RSUs was calculated based on the closing stock price of Republic Services, Inc.'s common stock on Friday, 02/17/2017 (\$60.75). Reporting Person elected to defer this grant in accordance with the Republic Services, Inc. Deferred Compensation Plan, as amended.

- Special Grant of Restricted Stock Units ("RSUs") awarded pursuant to Republic Services, Inc.'s 2007 Stock Incentive Plan, as amended. The award will be subject to a cliff vesting period in which 100% of the RSUs will vest on the fourth anniversary of the Date of Grant (Saturday, 02/18/2017). The special grant will not be subject to acceleration of vesting on account of retirement prior to the vesting date.
- (5) Each RSU ultimately will be paid out in the form of one share of Republic Services, Inc.'s common stock. The number of RSUs was calculated based on the closing stock price of Republic Services, Inc.'s common stock on Friday, 02/17/2017 (\$60.75). Reporting Person elected to defer this grant in accordance with the Republic Services, Inc. Deferred Compensation Plan, as amended.

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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