

Johnson Edwin D
Form 4
December 14, 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 *
Johnson Edwin D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2017

____ Director
 Officer (give title below) _____ Other (specify below)
President & COO

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

(Street)

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

RUTLAND, VT 05701

(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)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	12/12/2017		M		200,000	A	\$ 3.81 469,500	D
Class A Common Stock	12/12/2017		F		36,564	D	\$ 20.84 432,936	D
Class A Common Stock	12/12/2017		M		50,000	A	\$ 4 482,936	D

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Class A Common Stock	12/12/2017	F	9,597	D	\$ 20.84	473,339	D
Class A Common Stock	12/13/2017	S	23,345	D	\$ 21.0282 (2)	449,994	D
Class A Common Stock	12/14/2017	S	75,746	D	\$ 21.0016 (3)	374,248	D

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

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(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 (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 Number Shares
Employee Stock Option (right to buy)	\$ 3.81	12/12/2017		M	200,000	(1) 07/06/2020	Class A Common Stock	200,000	
Employee Stock Option (right to buy)	\$ 4	12/12/2017		M	50,000	12/05/2015 12/05/2022	Class A Common Stock	50,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Edwin D 25 GREENS HILL LANE C/O CASELLA WASTE SYSTEMS, INC.			President & COO	

RUTLAND, VT 05701

Signatures

/s/ Edwin D.

Johnson

12/14/2017

__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) This option vested in three equal installments on July 6, 2011, July 6, 2012 and July 6, 2013.

Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$21.00 to \$21.12, inclusive.

(2) Upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$21.00 to \$21.07, inclusive.

(3) Upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

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.