

STERICYCLE INC

Form 4

December 09, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER MARK C

(Last) (First) (Middle)

28161 N. KEITH DRIVE

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STERICYCLE INC [SRCL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chairman, President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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
Common Stock	12/07/2009		M		8,550	A	\$ 5.0625 1,247,601
Common Stock	12/07/2009		F		745	D	\$ 58.1 1,246,856
Common Stock	12/07/2009		M		22,656	A	\$ 7.6015 1,269,512
Common Stock	12/07/2009		F		2,965	D	\$ 58.1 1,266,547
Common Stock	12/07/2009		M		17,948	A	\$ 13.685 1,284,495

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Common Stock	12/07/2009	F	4,228	D	\$ 58.1	1,280,267	D	
Common Stock	12/07/2009	M	3,840	A	\$ 17.525	1,284,107	D	
Common Stock	12/07/2009	F	1,159	D	\$ 58.1	1,282,948	D	
Common Stock	12/08/2009	M	7,448	A	\$ 11.19	1,290,396	D	
Common Stock	12/08/2009	S	3,814	D	\$ 57.62	1,286,582	D	
Common Stock	12/08/2009	M	14,952	A	\$ 13.685	1,301,534	D	
Common Stock	12/08/2009	S	8,049	D	\$ 57.62	1,293,485	D	
Common Stock	12/08/2009	M	122,052	A	\$ 13.685	1,415,537	D	
Common Stock	12/08/2009	S	65,702	D	\$ 57.62	1,349,835	D	
Common Stock	12/08/2009	M	23,804	A	\$ 16.525	1,373,639	D	
Common Stock	12/08/2009	S	13,524	D	\$ 57.62	1,360,115	D	
Common Stock	12/08/2009	M	60,000	A	\$ 7.6015	1,420,115	D	
Common Stock	12/08/2009	S	28,463	D	\$ 57.62	1,391,652	D	
Common Stock	12/08/2009	S	95,100	D	\$ 57.9298	1,296,552	D	
Common Stock	12/08/2009	M	2,526	A	\$ 17.525	1,299,078	D	
Common Stock	12/08/2009	S	1,462	D	\$ 57.62	1,297,616	D	
Common Stock	12/08/2009	M	30,634	A	\$ 17.525	1,328,250	D	
Common Stock	12/08/2009	S	17,727	D	\$ 57.62	1,310,523	D	
Common Stock	12/09/2009	S	27,576	D	\$ 57.4667	1,282,947	D	
Common Stock						190,000	I	by LLC

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 5.0625	12/07/2009		M	8,550	06/01/2005 05/31/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 7.6015	12/07/2009		M	22,656	03/01/2006 02/06/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 13.685	12/07/2009		M	17,948	03/01/2007 02/05/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 17.525	12/07/2009		M	3,840	02/01/2008 01/16/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.6015	12/08/2009		M	60,000	03/01/2006 02/06/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.19	12/08/2009		M	7,448	05/14/2001 05/14/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.685	12/08/2009		M	14,952	02/05/2002 02/05/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.685	12/08/2009		M	122,052	12/01/2006 02/05/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.525	12/08/2009		M	23,804	02/04/2003 02/04/2013	Common Stock
	\$ 17.525	12/08/2009		M	2,526	02/01/2008 01/16/2013	

Non-Qualified Stock Option (right to buy)								Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.525	12/08/2009	M	30,634	02/01/2008	01/16/2013		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER MARK C 28161 N. KEITH DRIVE LAKE FOREST, IL 60045			Chairman, President & CEO	

Signatures

Mark C. Miller 12/09/2009

**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).

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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