

Marshall Andrew
Form 4
March 18, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Marshall Andrew

(Last) (First) (Middle)

101 S. CAPITOL BLVD., SUITE
1000

(Street)

BOISE, ID 83702

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
US ECOLOGY, INC. [ECOL]

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

03/07/2019

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)

EVP of Reg. Compl. & Safety

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)
Common Stock	03/07/2019		M ⁽¹⁾	320 A \$ 0	12,647	D	
Common Stock	03/08/2019		M ⁽²⁾	697 A \$ 0	13,344	D	

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

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information contained in this form are not
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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)	8. Price or Value of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Restricted Stock Units	(3)	03/07/2019		M	320	(4) (4)	Common Stock 320	\$ 0
Restricted Stock Units	(3)	03/08/2019		M	697	(5) (5)	Common Stock 697	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Marshall Andrew 101 S. CAPITOL BLVD. SUITE 1000 BOISE, ID 83702	EVP of Reg. Compl. & Safety

Signatures

/s/ Andrew
Marshall 03/18/2019

**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) Represents the conversion of Restricted Stock Units into common stock. On March 8, 2016, the reporting person was granted 960 Restricted Stock Units.
- (2) Represents the conversion of Restricted Stock Units into common stock. On March 9, 2017, the reporting person was granted 2,090 Restricted Stock Units.
- (3) Each Restricted Stock Unit represents the right to receive, at settlement, one share of common stock.
- (4)

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On March 8, 2016, the reporting person was granted 960 Restricted Stock Units, of which 320 vested on each of March 7, 2017, March 7, 2018, and March 7, 2019. The common stock into which such Restricted Stock Units converted on March 7, 2019 is reported on Table I of this Form 4.

- (5) On March 9, 2017, the reporting person was granted 2,090 Restricted Stock Units, of which 697 vested on each of March 8, 2018 and March 8, 2019. The common stock into which such Restricted Stock Units converted on March 8, 2019 is reported on Table I of this Form 4. The remaining Restricted Stock Units will vest on March 8, 2020, subject to the reporting person's continued service with the Issuer.

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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