

Ellingsen Catharine D
 Form 4
 February 21, 2018

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 *
 Ellingsen Catharine D

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 N. ALLIED WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP/Chief Legal Officer/Sec

PHOENIX, AZ 85054
 (City) (State) (Zip)

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

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	02/18/2018		M	487 ⁽¹⁾ A \$ 0	5,792	D	
Common Stock	02/18/2018		F	210 ⁽²⁾ D \$ 65.14	5,582	D	
Common Stock	02/18/2018		M	1,103 ⁽³⁾ A \$ 0	6,685	D	
Common Stock	02/18/2018		F	483 ⁽²⁾ D \$ 65.14	6,202	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)	8. Amount or Number of Shares
Restricted Stock Units	(4)	02/18/2018		M	487	(1) (1)	Common Stock	487
Restricted Stock Units	(4)	02/18/2018		M	1,103	(3) (3)	Common Stock	1,103
Restricted Stock Units	(5)	02/18/2018		A	6,141	(5) (5)	Common Stock	6,141

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ellingsen Catharine D 18500 N. ALLIED WAY PHOENIX, AZ 85054			EVP/Chief Legal Officer/Sec	

Signatures

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

02/21/2018

**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. 487

(1) RSUs, that included accrued dividend equivalents, vested on 02/18/2018 and were paid out in the form of Republic Services, Inc.'s common stock.

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- Represents shares of common stock to satisfy the tax liability of the Reporting Person upon the vesting of shares under a Restricted Stock
- (2) Unit award on Sunday, 02/18/2018. The fair market value of the exchanged shares was \$65.14 (the closing price of Republic Services, Inc.'s common stock on Friday, 02/16/2018).

- The Restricted Stock Units ("RSUs") granted on 02/18/2017 vest 25% on each of the first four anniversaries of the date of grant. 1,103 RSUs, that included accrued dividend equivalents, vested on 02/18/2018 and were paid out in the form of Republic Services, Inc.'s common stock. Does not include deferred RSUs that do not settle to common stock at this time (25% of initial grant was deferred under Republic's Deferred Compensation Plan).
- (3)

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

- 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 Sunday, 02/18/2018) and 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, 02/16/2018 (\$65.14).
- (5)

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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