

CASELLA JOHN W

Form 4

June 18, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CASELLA JOHN W

(Last) (First) (Middle)

C/O CASELLA WASTE
SYSTEMS, 25 GREENS HILL
LANE

(Street)

RUTLAND, VT 05701

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/14/2012		M ⁽⁵⁾		7,664	A	\$ 0	272,265	D	
Class A Common Stock	06/16/2012		M ⁽⁵⁾		13,424	A	\$ 0	285,689	D	
Class A Common Stock								694	I	See Footnote (3)

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Class B Common Stock	494,100	D	
Class A Common Stock	91,246	I	See Footnote (4)

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
				Code	V	(A)	(D)	
Restricted Stock Unit	(1)	06/14/2012		M(5)		7,664	(2) (2)	Class A Common Stock 7,664
Restricted Stock Unit	(1)	06/16/2012		M(5)		13,424	(6) (6)	Class A Common Stock 13,424

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CASELLA JOHN W C/O CASELLA WASTE SYSTEMS 25 GREENS HILL LANE RUTLAND, VT 05701	X Chief Executive Officer

Signatures

/s/ Shelley S. Field, Attorney in Fact for John W.
Casella

06/18/2012

**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 award of Restricted Stock Units ("RSUs") under the Casella Waste Systems, Inc. ("Casella") 2006 Stock Incentive Plan. Each RSU represents a contingent right to receive one share of Casella's Class A Common Stock.
- (2) These RSUs vest in three equal installments beginning on June 14, 2012, and are being reported upon the vesting pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.
- (3) Held by Mr. Casella's spouse. Mr. Casella disclaims beneficial ownership of the securities to the extent to which he does not have an actual pecuniary interest in such securities.
- (4) Held in trust for the benefit of Mr. Casella's children. Mr. Casella disclaims beneficial ownership of these securities to the extent to which he does not have an actual pecuniary interest in such securities.
- (5) Reflects the settlement of vested RSUs for shares of Class A Common Stock.
- (6) These RSUs vest in three equal installments beginning on June 16, 2011, and are being reported upon the vesting pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.

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.