

OCONNOR JAMES E
 Form 4
 May 29, 2009

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 *
 OCONNOR JAMES E

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 NORTH ALLIED WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/14/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman/CEO

PHOENIX, AZ 85054

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

(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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	05/14/2009		A ⁽¹⁾	V 88,535 A \$ 22.59	505,194	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/20/2009		J ⁽²⁾	V 129,248 D \$ 0	375,946	D	Indirect Beneficial Ownership (Instr. 4)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.82	05/20/2009		J ⁽²⁾	V	43,125	02/05/2007 02/03/2013	Common Stock	43,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCONNOR JAMES E 18500 NORTH ALLIED WAY PHOENIX, AZ 85054	X		Chairman/CEO	

Signatures

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

05/29/2009

__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).

Grant of restricted shares of common stock pursuant to the Republic Services, Inc. 2007 Stock Incentive Plan. The restricted shares shall vest on the first anniversary of the date of grant (vesting date is 05/14/2010 in accordance with the provisions of reporting person's employment agreement).

Effective 05/20/2009, the reporting person transferred 129,248 shares of the Company's common stock and an employee stock option to purchase 43,125 shares of the Company's common stock to his ex-wife in accordance with the terms of a domestic relations order. The foregoing transfers of securities are exempt from Section 16, and the reporting person no longer claims any beneficial ownership therein.

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.