REPUBLIC SERVICES, INC.

Form 4

January 06, 2016

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

(Print or Type Responses)

(Last)

(City)

Security

(Instr. 3)

1. Name and Address of Reporting Person *

NUTTER WALLACE LEE

(First) (Middle)

2749 FOREST CIRCLE

(Street)

2. Issuer Name and Ticker or Trading Symbol

REPUBLIC SERVICES, INC.

[RSG] 3. Date of Earliest Transaction

(Month/Day/Year) 01/04/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Form filed by More than One Reporting Person

JACKSONVILLE, FL 32257

2. Transaction Date 2A. Deemed 1.Title of

(State)

(Month/Day/Year)

(Zip)

(Month/Day/Year)

Execution Date, if

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

Owned

Beneficially

X_ Director

Applicable Line)

Officer (give title

Estimated average

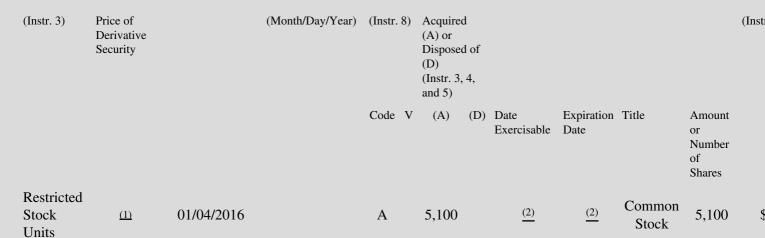
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NUTTER WALLACE LEE 2749 FOREST CIRCLE JACKSONVILLE, FL 32257	X			

Signatures

/s/ Eileen B. Schuler Attorney-in-Fact 01/06/2016

**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) Based on 1 on 1 conversion.
 - On 01/04/2016 ("Date of Grant"), each non-Management Director received an annual award of 5,100 Restricted Stock Units ("RSUs") pursuant to the Republic Services, Inc.'s ("Company") 2007 Stock Incentive Plan, as amended. The grant was based on a value on the Date of Grant of \$220,000, with the number of RSUs calculated based on the closing price of the Company's common stock on the Date
- (2) of Grant (\$43.14). The RSUs under this 01/04/2016 grant immediately vest; however, the Director cannot convert any of the RSUs to Company common stock (based on 1 on 1 conversion) until the earlier of the last day of the month in which the three year anniversary of the date of the award occurs (for this grant being 01/31/2019), unless deferred by the Director or the date on which the Director incurs a separation from service within the meaning of Section 409A of the Internal Revenue Code.

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.

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