

SCHMITT DAVID L
 Form 4
 February 22, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
 SCHMITT DAVID L

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 General Counsel & Senior VP

(Last) (First) (Middle)
 C/O CASELLA WASTE SYSTEMS, INC., 25 GREENS HILL LANE

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2019

(Street)
 RUTLAND, VT 05701

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	02/20/2019		A	(1)	21,606	A	\$ 0 63,612 D
Class A Common Stock	02/21/2019		S(2)	(3)	6,906	D	\$ 34.5998 56,706 D

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)	\$ 12.48	02/20/2019		A	8,988	02/20/2019	11/16/2026	Class A Common Stock	8,988

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHMITT DAVID L
C/O CASELLA WASTE SYSTEMS, INC.
25 GREENS HILL LANE
RUTLAND, VT 05701

General Counsel & Senior VP

Signatures

/s/David L. Schmitt 02/22/2019

**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).

- Represents shares of Class A Common Stock acquired by the reporting person upon the vesting of performance-based stock units ("PSU's") granted to the reporting person on November 17, 2016, as a result of the level of achievement by Casella Waste Systems, Inc. (the "Company") of certain performance objectives during the third year ("Measurement Period") of the three-year performance period running from January 1, 2016 to December 31, 2018, multiplied by a Relative TSR multiplier for the period running from January 1, 2016 to December 31, 2018.
- (2) Represents the automatic sale of stock for tax withholding purposes pursuant to a Rule 10b5-1 trading plan adapted by the person on March 15, 2016, in connection with the vesting of PSU's on February 20, 2019.

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Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$34.40 to \$34.75, inclusive.

- (3) Upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

On November 17, 2016, the reporting person was granted a performance-based stock option, which vested as to 35,952 shares of Class A Common Stock, as a result of the level of achievement by the Company of certain performance objectives during the Measurement Period of the three-year performance period running from January 1, 2016 to December 31, 2018, multiplied by a Relative TSR multiplier for the period running from January 1, 2016 to December 31, 2018.

- (4)

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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