REPUBLIC SERVICES, INC.

Form 4

January 06, 2016

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

Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Flynn William J

2. Issuer Name and Ticker or Trading

Symbol

REPUBLIC SERVICES, INC.

[RSG]

(Last) (First) (Middle)

(Zip)

C/O ATLAS AIR, INC., 2000 WESTCHESTER AVENUE

(Street)

(State)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

01/04/2016

6. Individual or Joint/Group Filing(Check Applicable Line)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

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

Issuer

below)

X_ Director

Officer (give title

PURCHASE, NY 10577

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A) Transaction(s)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Code V Amount (D) Price

or

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

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Pr Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A) (D	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	01/04/2016		A	5,100	(2)	(2)	Common Stock	5,100	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Flynn William J
C/O ATLAS AIR, INC.
2000 WESTCHESTER AVENUE
PURCHASE, NY 10577

Signatures

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

01/06/2016

Date

**Signature of Reporting Person

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 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. The Director elected to defer this grant pursuant to the Company's Deferred Compensation Plan.

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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