

REPUBLIC SERVICES INC
Form 4
December 09, 2008

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 *
LEHMANN NOLAN

(Last) (First) (Middle)

16303 STERLING GATE COURT

(Street)

SPRING, TX 77379

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

REPUBLIC SERVICES INC [RSG]

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

12/05/2008

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, \$.01 par value | 12/05/2008 | | A | | 54,437 | A | 11 |
| | | | | | 55,496 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Employee Director Stock Option (right to buy) | \$ 44.03 | 12/05/2008 | | A | 4,500 | 12/05/2008 06/29/2009 | Common Stock | 4,500 |
| Non-Employee Director Stock Option (right to buy) | \$ 13.33 | 12/05/2008 | | A | 4,500 | 12/05/2008 05/03/2010 | Common Stock | 4,500 |
| Non-Employee Director Stock Option (right to buy) | \$ 37.8 | 12/05/2008 | | A | 4,500 | 12/05/2008 05/23/2011 | Common Stock | 4,500 |
| Non-Employee Director Stock Option (right to buy) | \$ 24.62 | 12/05/2008 | | A | 4,500 | 12/05/2008 05/29/2012 | Common Stock | 4,500 |
| Non-Employee Director Stock Option (right to buy) | \$ 19.62 | 12/05/2008 | | A | 4,500 | 12/05/2008 05/21/2013 | Common Stock | 4,500 |
| Non-Employee Director Stock Option (right to buy) | \$ 28 | 12/05/2008 | | A | 4,500 | 12/05/2008 05/21/2014 | Common Stock | 4,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEHMANN NOLAN 16303 STERLING GATE COURT SPRING, TX 77379 | X | | | |

Signatures

/s/ Jo Lynn White,
Attorney-in-Fact

12/09/2008

__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).
Acquired in exchange for 120,970 shares of Allied Waste Industries, Inc. ("Allied") common stock in connection with the merger of Allied with and into a wholly owned subsidiary of the Issuer (the "Merger"). At the effective time of the Merger, the market price of Allied common stock was \$10.10 per share and the market price of the Issuer common stock was \$22.60 per share. The shares acquired include 2,490 shares of restricted stock issued to the Reporting Person under the Republic Services, Inc. 2005 Non-Employee Director Equity Compensation Plan (f/k/a Allied Waste Industries, Inc. 2005 Non-Employee Director Equity Compensation Plan).
- (1) Acquired in the Merger in exchange for a non-employee director stock option to acquire 10,000 shares of Allied common stock for \$19.8125 per share.
- (2) Acquired in the Merger in exchange for a non-employee director stock option to acquire 10,000 shares of Allied common stock for \$6.00 per share.
- (3) Acquired in the Merger in exchange for a non-employee director stock option to acquire 10,000 shares of Allied common stock for \$17.01 per share.
- (4) Acquired in the Merger in exchange for a non-employee director stock option to acquire 10,000 shares of Allied common stock for \$11.08 per share.
- (5) Acquired in the Merger in exchange for a non-employee director stock option to acquire 10,000 shares of Allied common stock for \$8.83 per share.
- (6) Acquired in the Merger in exchange for a non-employee director stock option to acquire 10,000 shares of Allied common stock for \$12.60 per share.
- (7)

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.