Pegula Kim S Form 4 July 27, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5

obligations may continue. See Instruction 1(b).

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 *

Pegula Kim S

2. Issuer Name and Ticker or Trading

Symbol

REPUBLIC SERVICES, INC.

[RSG]

(Last) (First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 07/25/2017

(Street)

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

(A)

or

Code V Amount (D) Price

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

7. Nature of

Person

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

Issuer

below)

_X__ Director

Officer (give title

PHOENIX, AZ 85054

Security

(Instr. 3)

18500 N. ALLIED WAY

(City) (State) 2. Transaction Date 2A. Deemed 1.Title of

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of

Securities Beneficially Owned Following Reported

6. Ownership 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

Transaction(s) (Instr. 3 and 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)

4.

1. Title of Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number 6. Date Exercisable and **Expiration Date** Transactionof Code

7. Title and Amount of 8. Price **Underlying Securities** Deriva (Instr. 3 and 4) Securit

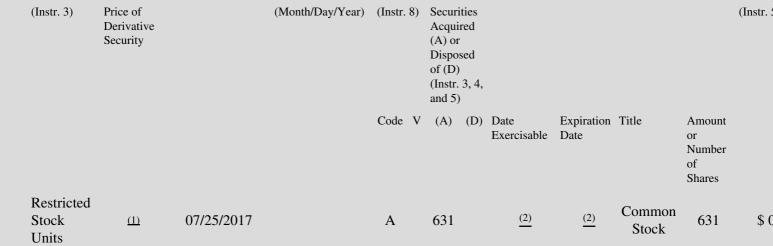
1

Derivative Security or Exercise

any

Derivative (Month/Day/Year)

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Pegula Kim S
18500 N. ALLIED WAY X

PHOENIX, AZ 85054

Signatures

/s/ Eileen B. Schuler
Attorney-in-Fact
07/27/2017

**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).
- Ms. Pegula was elected to the Board of Republic Services, Inc. ("Company") effective July 25, 2017. The Company annually grants, as of the first business day in January, each non-employee director a grant of restricted stock units ("RSUs") pursuant to the Company's 2007 Stock Incentive Plan, as amended. The grant is based on a value on the date of grant of \$220,000, with the number of RSUs calculated
- (1) based on the closing stock price of the Company's common stock on the date of grant. The RSUs 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 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.
- This annual grant of RSUs to a newly appointed director is prorated to the number of days remaining in the calendar year. After any quarter in which dividends are distributed to shareholders, the director receives additional RSU equivalents. Ms. Pegula was granted 631 RSUs as of July 25, 2017 ("Date of Grant"), based on the closing stock price of \$64.98 as of the Date of Grant. The RSUs are scheduled to convert to common stock as of July 31, 2020.

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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