

CASELLA DOUGLAS R
Form 4
July 08, 2011

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 *
CASELLA DOUGLAS R

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)
Vice Chairman, Bd of Directors

(Last) (First) (Middle)
25 GREENS HILL LANE, PO BOX 866

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2011

RUTLAND, VT 05702

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

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| Class A Common Stock | 06/10/2011 | | M ⁽⁴⁾ | V | 11,620 | A | \$ 0 584,626 | D |
| Class A Common Stock | 06/11/2011 | | M ⁽⁴⁾ | V | 15,463 | A | \$ 0 600,089 | D |
| Class A Common Stock | 07/08/2011 | | F | | 7,411 ⁽⁵⁾ | D | \$ 6.7428 592,678 | D |
| Class B | | | | | | | 494,100 | D |

Common
Stock

Class A
Common
Stock

25,682 ⁽⁶⁾ D

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

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | <u>(1)</u> | 06/10/2011 | | <u>M</u> ⁽⁴⁾ | 11,620 | <u>(2)</u> <u>(2)</u> | Class A Common Stock | 11,620 |
| Restricted Stock Unit | <u>(1)</u> | 06/11/2011 | | <u>M</u> ⁽⁴⁾ | 15,463 | <u>(3)</u> <u>(3)</u> | Class A Common Stock | 15,463 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CASELLA DOUGLAS R 25 GREENS HILL LANE PO BOX 866 RUTLAND, VT 05702 | X | | Vice Chairman, Bd of Directors | |

Signatures

/s/ Shelley S. Rogers, Attorney in Fact for Douglas R. Casella

07/08/2011

**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) Represents the award of Restricted Stock Units ("RSUs") under the Casella Waste Systems, Inc. ("Casella") 2006 Stock Incentive Plan. Each RSU represents a contingent right to receive one share of Casella's Class A Common Stock.
- (2) RSUs vest in three equal annual installments beginning on June 10, 2011. These RSUs are being reported upon the first vesting date pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.
- (3) RSUs vest in three equal annual installments beginning on June 11, 2010. These RSUs are being reported upon the second vesting anniversary pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.
- (4) Reflects the settlement of vested RSUs for shares of Class A Common Stock.
- (5) Represents the sale of Class A Common Stock to cover income taxes associated with the vesting of the RSU Awards.
- (6) Held in trust for the benefit of Mr. Casella's children. Mr. Casella disclaims beneficial ownership of the securities indicated to the extent to which he does not have an actual pecuniary interest in such securities.

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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