

CASELLA JOHN W
Form 4
July 19, 2012

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 *
CASELLA JOHN W

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)
Chief Executive Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/17/2012

C/O CASELLA WASTE SYSTEMS, 25 GREENS HILL LANE

(Street)

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

RUTLAND, VT 05701

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 07/17/2012 | | S ⁽¹⁾ | 3,800 D | \$ 5.3637 | 281,889 | D |
| Class A Common Stock | 07/18/2012 | | S ⁽¹⁾ | 9,140 D | \$ 5.2967 | 272,749 | D |
| Class A Common Stock | | | | | | 694 | I |
| | | | | | | | See Footnote (2) |

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| | | | |
|----------------------------|---------|---|------------------------|
| Class B Common Stock | 494,100 | D | |
| Class A Common Stock | 91,246 | I | See Footnote (3) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CASELLA JOHN W C/O CASELLA WASTE SYSTEMS 25 GREENS HILL LANE RUTLAND, VT 05701 | X | | Chief Executive Officer | |

Signatures

/s/ Shelley S. Field, Attorney in Fact for John W. Casella
 **Signature of Reporting Person
 07/19/2012
 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 shares of stock sold for tax purposes in relation to the vesting of RSU's on June 11, June 14, and June 16, 2012, respectively.
- (2) Held by Mr. Casella's spouse. Mr. Casella disclaims beneficial ownership of the securities to the extent to which he does not have an actual pecuniary interest in such securities.
- (3) Held in trust for the benefit of Mr. Casella's children. Mr. Casella disclaims beneficial ownership of these securities 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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