REPUBLIC SERVICES, INC.

Form 4

December 09, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or

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SECURITIES

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).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

Volpe Sandra M

(Last)

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

REPUBLIC SERVICES, INC.

[RSG]

3. Date of Earliest Transaction

(Month/Day/Year) 12/08/2016

X Director 10% Owner Officer (give title Other (specify

(Check all applicable)

1000 FEDEX DRIVE

(Street)

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

MOON TOWNSHIP, PA 15108

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

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

(Instr. 4)

(Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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 Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

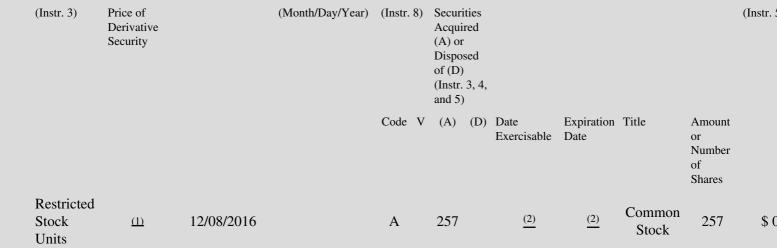
(Month/Day/Year) Execution Date, if any

4. Transactionof Code

5. Number 6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

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

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Volpe Sandra M 1000 FEDEX DRIVE X MOON TOWNSHIP, PA 15108

Signatures

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

**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. Volpe was elected to the Board of Republic Services, Inc. ("Company") on 12/08/2016. 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 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 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. Volpe was granted 257 RSUs as of 12/08/2016 ("Date of Grant"), based on the closing stock price of \$56.44 as of the Date of Grant. The RSUs are scheduled to convert to common stock as of 12/31/2019.

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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