

CASELLA JOHN W
Form 4
June 18, 2012

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 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)
C/O CASELLA WASTE SYSTEMS, 25 GREENS HILL LANE

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2012

(Street)
RUTLAND, VT 05701

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/14/2012		M ⁽⁵⁾		7,664	A	\$ 0	272,265	D	
Class A Common Stock	06/16/2012		M ⁽⁵⁾		13,424	A	\$ 0	285,689	D	
Class A Common Stock								694	I	See Footnote (3)

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) These RSUs vest in three equal installments beginning on June 14, 2012, and are being reported upon the vesting pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.
- (3) 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.
- (4) 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.
- (5) Reflects the settlement of vested RSUs for shares of Class A Common Stock.
- (6) These RSUs vest in three equal installments beginning on June 16, 2011, and are being reported upon the vesting pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.

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.