

CASELLA JOHN W  
Form 4/A  
March 14, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
03/01/2019

(Street)  
RUTLAND, VT 05701

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/04/2019

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            | 03/01/2019                           |  | S <sup>(2)</sup>               | 4,325   | D   | \$ 35.2884 <sup>(3)</sup>                                | 414,148 <sup>(6)</sup> D                              |
| Class A Common Stock            | 03/04/2019                           |  | S <sup>(4)</sup>               | 8,174   | D   | \$ 34.9866 <sup>(5)</sup>                                | 405,974 <sup>(6)</sup> D                              |
| Class B Common Stock            |                                      |  |                                |   |   |  | 494,100 D   |

|                            |     |   |                        |
|----------------------------|-----|---|------------------------|
| Class A<br>Common<br>Stock | 694 | I | See<br>Footnote<br>(1) |
|----------------------------|-----|---|------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

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

## Signatures

/s/ John W. Casella 03/14/2019

\*\*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) Held by Mr. Casella's spouse. 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.

## Edgar Filing: CASELLA JOHN W - Form 4/A

- (2) Represents the automatic sale of shares of stock for tax withholding purposes pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2016, in connection with the vesting of RSUs on February 28, 2019.
- Represents the weighted average sales price for shares sold in multiple transactions, ranging from \$35.25 to \$35.36. Upon request of the
- (3) staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (4) Represents the automatic sale of shares of stock for tax withholding purposes pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2016, in connection with the vesting of RSUs on March 1, 2019.
- Represents the weighted average sales price for shares sold in multiple transactions, ranging from \$34.40 to \$35.55. Upon request of the
- (5) staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

This amendment is being filed solely to correct the number of shares of Class A Common Stock directly beneficially owned. The Form 4 filed by the Reporting Person on March 1, 2019 (the "Original Form 4") incorrectly stated the number of shares of Class A Common

- (6) Stock directly beneficially owned in Table I, column 5. The number of shares of Class A Common Stock directly beneficially owned as shown in Table I, column 5 of this amendment represents the correct number of shares of Class A common stock directly beneficially owned by the Reporting Person following the transaction previously reported in the Original Form 4.

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.