

Ellingsen Catharine D
 Form 4
 February 20, 2019

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 *
 Ellingsen Catharine D

2. Issuer Name and Ticker or Trading Symbol
 REPUBLIC SERVICES, INC.
 [RSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 18500 N. ALLIED WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP/Chief Legal Officer/Sec

PHOENIX, AZ 85054

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)
				(A) or (D)	Price		
Common Stock	02/18/2019		M	497 ⁽¹⁾	A \$ 0	12,523	D
Common Stock	02/18/2019		F	221 ⁽²⁾	D \$ 77.63	12,302	D
Common Stock	02/18/2019		M	1,126 ⁽³⁾	A \$ 0	13,428	D
Common Stock	02/18/2019		F	510 ⁽²⁾	D \$ 77.63	12,918	D
Common Stock	02/18/2019		M	1,567 ⁽⁴⁾	A \$ 0	14,485	D

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Cpmmon Stock 02/18/2019 F 697 (2) D \$ 77.63 13,788 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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	02/18/2019		M	497	<u>(1)</u>	<u>(1)</u>	Common Stock	497
Restricted Stock Units	<u>(5)</u>	02/18/2019		M	1,126	<u>(3)</u>	<u>(3)</u>	Common Stock	1,126
Restricted Stock Units	<u>(5)</u>	02/18/2019		M	1,567	<u>(4)</u>	<u>(4)</u>	Common Stock	1,567

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ellingsen Catharine D 18500 N. ALLIED WAY PHOENIX, AZ 85054			EVP/Chief Legal Officer/Sec	

Signatures

/s/ Eileen B. Schuler
Attorney-in-Fact 02/20/2019

 **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) The Restricted Stock Units ("RSUs") granted on 02/18/2016 vest 25% on each of the first four anniversaries of the date of grant. 497 RSUs, that included accrued dividend equivalents, vested on 02/18/2019 and were paid out in the form of Republic Services, Inc.'s common stock.
- (2) Represents shares of common stock to satisfy the tax liability of the Reporting Person upon the vesting of shares under a Restricted Stock Unit award on Monday, 02/18/2019. The fair market value of the exchanged shares was \$77.63 (the closing price of Republic Services, Inc.'s common stock on Friday, 02/15/2019 since 02/18/2019 was a federal holiday).
- (3) The Restricted Stock Units ("RSUs") granted on 02/18/2017 vest 25% on each of the first four anniversaries of the date of grant. 1,126 RSUs, that included accrued dividend equivalents, vested on 02/18/2019 and were paid out in the form of Republic Services, Inc.'s common stock. Does not include deferred RSUs that do not settle to common stock at this time (25% of initial grant was deferred under Republic's Deferred Compensation Plan).
- (4) The Restricted Stock Units ("RSUs") granted on 02/18/2018 vest 25% on each of the first four anniversaries of the date of grant. 1,567 RSUs, that included accrued dividend equivalents, vested on 02/18/2019 and were paid out in the form of Republic Services, Inc.'s common stock.
- (5) Each Restricted Stock Unit represents the contingent right to one share of common stock of Republic Services, Inc.

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.