

REPUBLIC SERVICES, INC.

Form 4

September 01, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dunwoody Ann E.

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)
2802 SHORE BREEZE DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2016

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

TAMPA, FL 33611

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/31/2016		M		2,907 (1)	\$ 0	2,907 D

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Pr Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	08/31/2016		M		2,907		(1)	(1)	Common Stock	2,907

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dunwoody Ann E. 2802 SHORE BREEZE DRIVE TAMPA, FL 33611	X

Signatures

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

09/01/2016

__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).

On 08/23/2013 ("Date of Grant"), the non-management Director was granted an award of 2,671 Restricted Stock Units ("RSUs") representing a pro-rated grant upon her election to the Board of Directors of Republic Services, Inc. (the "Company") and in accordance with the Company's 2007 Stock Incentive Plan, as amended. The RSUs were immediately vested on the Date of Grant; however, the

(1) Director could not convert any of the RSUs to Company common stock (based on a 1 on 1 conversion) until the earlier of the last day of the month in which the three year anniversary of the date of the award occurs or the date on which the Director incurs a separation from service within the meaning of Section 409A of the Internal Revenue Code. The settlement of 2,907 RSUs, that included dividend equivalents, to Company common stock was effective on 08/31/2016.

(2) Based on 1 on 1 conversion.

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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