

LARKIN PAUL
Form 4
July 08, 2011

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 *
LARKIN PAUL

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)
President & COO

(Last) (First) (Middle)

C/O CASELLA WASTE SYSTEMS, INC., 25 GREENS HILL LANE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2011

RUTLAND, VT 05701

(City) (State) (Zip)

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

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		
				Code	V	Amount	
Class A Common Stock	06/10/2011		M ⁽⁴⁾	A	\$ 0	31,388	D
Class A Common Stock	06/11/2011		M ⁽⁴⁾	V	17,130	48,518	D
Class A Common Stock	07/07/2011		F	D	\$ 8,435 <u>(5)</u>	40,083	D
					6.531		

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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. Amount or Number of Shares
Restricted Stock Unit	(1)	06/10/2011		M(4)	12,872	(2) (2)	Class A Common Stock	12,872
Restricted Stock Unit	(1)	06/11/2011		M(4)	17,130	(3) (3)	Class A Common Stock	17,130

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARKIN PAUL C/O CASELLA WASTE SYSTEMS, INC. 25 GREENS HILL LANE RUTLAND, VT 05701			President & COO	

Signatures

/s/ Shelley S. Rogers, Attorney in Fact for Paul Larkin
07/08/2011

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) 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) RSUs vest in three equal annual installments beginning on June 10, 2011. These RSUs are being reported upon the first vesting date pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.

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- (3) RSUs vest in three equal annual installments beginning on June 11, 2010. These RSUs are being reported upon the second vesting anniversary pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.
- (4) Reflects the settlement of vested RSUs for shares of Class A Common Stock.
- (5) Represents the sale of Class A Common Stock to cover income taxes associated with the vesting of the RSU Awards.

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.