OCONNOR JAMES E

Form 4

January 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

January 31, 2005

0.5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading OCONNOR JAMES E Issuer Symbol REPUBLIC SERVICES, INC. (Check all applicable) [RSG] 3. Date of Earliest Transaction (Last) (First) (Middle) _X__ Director 10% Owner _X_ Other (specify Officer (give title (Month/Day/Year) below) below) 18500 NORTH ALLIED WAY 01/01/2011 Chairman of the Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

PHOENIX, AZ 85054

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned (Instr. 8) (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 16,189 Common \$ 01/01/2011 F D $162,076 \frac{(1)}{2}$ D (1) Stock 29.86

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	8) Derivative Securities			Securitie	es	(Instr. 5)	Bene
	Derivative							(Instr. 3	and 4)		Own
	Security Acquired										Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date Exercisable	Expiration Date		umber		
								of			
				Code V	(A) (D)				hares		

Deletionship

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips							
	Director	10% Owner	Officer	Other				
OCONNOR JAMES E								
18500 NORTH ALLIED WAY	X			Chairman of the Board				
PHOENIX, AZ 85054								

Signatures

/s/ Eileen B. Schuler 01/04/2011 Attorney-in-Fact

**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).

Represents shares of Republic Services, Inc.'s (the "Company") common stock withheld by the Company to satisfy tax withholding obligations in connection with the vesting of shares of restricted stock associated with Mr. O'Connor's retirement effective 01/01/2011 ("Retirement Date"). Under the provisions of his retirement agreement, all outstanding equity fully vests on the Retirement Date that

(1) included previously reported restricted stock units that vested on the Retirement Date but will not be exchanged to shares of the Company's common stock until six months from the Retirement Date subject to Section 409A of the Internal Revenue Code. As of the Retirement Date, Mr. O'Connor resigned as the Company's Chief Executive Officer; however, he will remain Chairman of the Board/Director until his completion of his term on 05/12/2011.

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.

Reporting Owners 2