

Hughes Jeffrey A  
 Form 4  
 January 05, 2012

**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 \*  
 Hughes Jeffrey A

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 NORTH ALLIED WAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/03/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP- Human Resources

PHOENIX, AZ 85054  
 (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 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)	Code V Amount (D) Price		

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

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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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Restricted Stock Units	(1)	01/03/2012	A	7,260		(1)	(1)	Common Stock	7,260
Non-Qualified Stock Options	(2)	01/03/2012	A	56,434		(2)	01/03/2019	Common Stock	56,434

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hughes Jeffrey A 18500 NORTH ALLIED WAY PHOENIX, AZ 85054			EVP- Human Resources	

## Signatures

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

01/05/2012

\_\_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).

- Restricted Stock Units ("RSUs") awarded pursuant to Republic Services, Inc.'s 2007 Stock Incentive Plan, as amended. The award will vest 25% on each of the first four anniversaries of the date of grant (which date of grant is 01/03/2012) and each RSU ultimately will be
- (1) paid out in the form of one share of Republic Services, Inc.'s common stock. The number of RSUs was calculated based on the closing price of Republic Services, Inc.'s common stock on 01/03/2012 (\$27.55). The reporting person has deferred 100% of this award in accordance with the provisions of the Republic Services, Inc.'s Deferred Compensation Plan.
  - (2) Non-Qualified Stock Options awarded pursuant to Republic Services, Inc.'s 2007 Stock Incentive Plan, as amended. The award will vest 25% on each of the first four anniversaries of the date of grant (which date of grant is 01/03/2012).

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.