

STERICYCLE INC
Form 4
February 13, 2014

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 *
TEN BRINK FRANK JM

(Last) (First) (Middle)

28161 N. KEITH DRIVE

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STERICYCLE INC [SRCL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

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		
Common Stock	02/11/2014		M	3,027	A \$ 46.83	28,380	D
Common Stock	02/11/2014		S	3,027	D \$ 116.0755	25,353	D
Common Stock	02/12/2014		M	737	A \$ 53.15	26,090	D
Common Stock	02/12/2014		S	737	D \$ 116.0202	25,353	D
Common Stock	02/12/2014		M	6,438	A \$ 46.83	31,791	D

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Common Stock	02/12/2014	S	6,438	D	\$ 116.0202	25,353	D	
Common Stock						80	I	by Spouse

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 displays a currently valid OMB control number. 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 (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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 115.69	02/11/2014		A	864	02/11/2019 02/11/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 46.83	02/11/2014		M	3,027	(1) 02/10/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 46.83	02/12/2014		M	6,438	(1) 02/10/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 53.15	02/12/2014		M	737	(1) 02/15/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 115.69	02/11/2014		A	55,136	(1) 02/11/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 115.69	02/11/2014		A	1,323	02/11/2014 02/11/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

