

Vander Ark Jon
Form 4
February 09, 2018

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 *
Vander Ark Jon

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 N. ALLIED WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Chief Operating Officer

PHOENIX, AZ 85054

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 02/07/2018 | | M | | 1,437 (1) | A | \$ 0 1,437 D |
| Common Stock | 02/07/2018 | | F | | 470 (2) | D | \$ 64.6 967 D |
| Common Stock | 02/07/2018 | | M | | 3,313 (3) | A | \$ 0 4,280 D |
| Common Stock | 02/07/2018 | | F | | 975 (2) | D | \$ 64.6 3,305 D |

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. Price or Amount of Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (4) | 02/07/2018 | | M | 1,437 | (1) (1) | Common Stock | 1,437 |
| Restricted Stock Units | (4) | 02/07/2018 | | M | 3,313 | (3) (3) | Common Stock | 3,313 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Vander Ark Jon 18500 N. ALLIED WAY PHOENIX, AZ 85054 | | | EVP-Chief Operating Officer | |

Signatures

Eileen B. Schuler
Attorney-in-Fact
02/09/2018
Date

**Signature of Reporting Person

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 Restricted Stock Units ("RSUs") granted on 02/07/2014 that vest 25% on each of the first four anniversaries of the date of grant and includes accrued dividend equivalents. At the time of vesting (02/07/2018), 50% of the RSUs settle to shares of Republic Services, Inc.'s common stock and 50% remain as RSUs in the Deferred Compensation Plan. On 02/07/2018, 1,437 RSUs were paid out in the form of common stock.

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- Represents shares of common stock to satisfy the tax liability of the Reporting Person upon the vesting of shares under a Restricted Stock
- (2) Unit award. The fair market value of the exchanged shares was \$64.60 (the closing price of Republic Services, Inc.'s common stock on 02/07/2018).

- Represents Restricted Stock Units ("RSUs") granted on 02/07/2014 with a four year cliff vesting of the date of grant and includes accrued
- (3) dividend equivalents. At the time of vesting (02/07/2018), 50% of the RSUs settle to shares of Republic Services, Inc.'s common stock and 50% remain RSUs in the Deferred Compensation Plan. On 02/07/2018, 3,313 RSUs were paid out in the form of common stock.

- (4) Each Restricted Stock Unit represents the contingent right to one share of common stock of Republic Services, Inc.

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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