

STERICYCLE INC
Form 4
December 15, 2015

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 *
Schetz John P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
28161 N. KEITH DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2015

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

EVP & General Counsel

(Street)
LAKE FOREST, IL 60045

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/11/2015 | | M | | 156 A \$ 95.87 | 539 | D |
| Common Stock | 12/11/2015 | | S | | 156 D \$ 116.3401 | 383 | D |
| Common Stock | 12/11/2015 | | M | | 144 A \$ 95.87 | 527 | D |
| Common Stock | 12/11/2015 | | S | | 144 D \$ 116.3401 | 383 | D |
| Common Stock | 12/11/2015 | | M | | 890 A \$ 49.47 | 1,273 | D |

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Common Stock 12/11/2015 S 890 D \$ 116.3401 383 D

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

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 49.47 | 12/11/2015 | | M | 890 | <u>(1)</u> 06/08/2019 | Common Stock | 890 |
| Non-Qualified Stock Option (right to buy) | \$ 95.87 | 12/11/2015 | | M | 156 | <u>(1)</u> 02/20/2023 | Common Stock | 156 |
| Non-Qualified Stock Option (right to buy) | \$ 95.87 | 12/11/2015 | | M | 144 | <u>(1)</u> 02/20/2023 | Common Stock | 144 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|----------------------------------------------------------------|-----------------------------------------------------|
| Schetz John P 28161 N. KEITH DRIVE LAKE FOREST, IL 60045 | Director 10% Owner Officer EVP & General Counsel |

Signatures

John P Schetz 12/15/2015
 **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) The option vests in five equal annual installments on the anniversary of the grant date.

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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