

Stahl David W.
Form 4
April 17, 2019

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 *
Stahl David W.

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/16/2019

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/16/2019		M	387 A 11	958	D	
Common Stock ⁽²⁾	04/16/2019		F	112 D \$ 56.69	846	D	
Common Stock	04/16/2019		M	277 A 13	1,123	D	
Common Stock ⁽⁴⁾	04/16/2019		F	92 D \$ 56.69	1,031	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)	Amount or Number of Shares
Performance-based Restricted Stock Units	\$ 0 ⁽³⁾	04/16/2019		M	277	⁽⁵⁾ / ⁽⁵⁾	Common Stock	277
Restricted Stock Units	\$ 0 ⁽¹⁾	04/16/2019		M	387	⁽⁶⁾ / ⁽⁶⁾	Common Stock	387

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stahl David W. 28161 N. KEITH DRIVE LAKE FOREST, IL 60045			EVP and CIO	

Signatures

/s/ David W. Stahl
04/17/2019

**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) Each restricted stock unit (RSU) represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of RSUs in shares of common stock on their scheduled vesting date.
 - (2) No shares were sold. 112 shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements on vesting of RSUs.

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The vesting of these performance-based restricted stock units ("PRSU") is dependent upon the achievement by Stericycle, Inc. of certain financial performance criteria. Subject to continued employment through the applicable vesting date and to accelerated vesting in certain

- (3) circumstances, one-third (1/3) of the target number of PRSUs is scheduled to vest annually on each anniversary of the grant date following each of the 2018, 2019 and 2020 annual performance periods. Each year, the number of units that actually vest will be 0% to 100% of the scheduled amount, depending on the extent to which Stericycle, Inc. meets certain financial performance goals.
- (4) No shares were sold. 92 shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements on vesting of PSUs.
- (5) This award was granted on April 16, 2018 for 1,938 shares. 277 shares vested on April 16, 2019. All unvested PSUs are subject to continued employment through the applicable vesting date.
- (6) This award was granted on April 16, 2018 for 1,938 shares. 387 shares vested on April 16, 2019 and the remaining unvested RSUs will continue to vest in equal annual installments on the next 4 anniversaries of the grant date. All unvested RSUs are subject to continued employment through the applicable vesting 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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