

Rissman Michael P  
Form 4  
January 19, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Rissman Michael P

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)  
01/17/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP/General Counsel/Secretary

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 (A) or (D) Price   |  |                                   |
| Common Stock                    | 01/17/2012                           |  | M                              |   | 37 <sup>(1)</sup> A \$ 0 7,597  | D  |                                   |
| Common Stock                    | 01/17/2012                           |  | F                              |   | 10 <sup>(2)</sup> D \$ 27.51 7,587  | D  |                                   |
| Common Stock                    |                                      |  |                                |   |   | I  | By Spouse                         |

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

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SEC 1474 (9-02)

number.

**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 Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (3)  | 01/17/2012                           |  | A                              | 392   | (1) (1)  | Common Stock  | 392 \$ 27.51  |
| Restricted Stock Units                     | (3)  | 01/17/2012                           |  | M                              | 37  | (1) (1)  | Common Stock  | 37 \$ 27.51   |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Rissman Michael P<br>18500 NORTH ALLIED WAY<br>PHOENIX, AZ 85054 |               |           | EVP/General Counsel/Secretary |       |

## Signatures

/s/ Eileen B. Schuler  
Attorney-in-Fact  
Date: 01/19/2012

\*\*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).
- (1) The Reporting Person previously reported the vesting on 01/04/2012 of 4,597 Restricted Stock Units ("RSUs") that were paid out in the form of Republic Services, Inc.'s Common Stock ("Common Stock"). Due to the Dividend Record date of 01/03/2012, the foregoing RSUs were paid dividend equivalents on the Dividend Payment date of 01/17/2012. Therefore, 37 RSUs were automatically paid out in the form of shares of Common Stock on 01/17/2012.
- (2) Represents shares of common stock to satisfy the tax liability of the Reporting Person upon the vesting of 37 shares under a Restricted Stock Unit award. The fair market value of the exchanged shares was \$27.51 (the closing price of Republic Services, Inc.'s common stock on 01/17/2012).

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- (3) Each Restricted Stock Unit represents the contingent right to one share of common stock of Republic Services, Inc.
- (4) Dividends paid on the Restricted Stock Units awarded per the Republic Services, Inc. 2007 Stock Incentive Plan, as amended. A portion of the Restricted Stock Units are held under the Company's Deferred Compensation Plan.
- (5) A portion of the Restricted Stock Units are held under the Company's Deferred Compensation Plan.

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