

REPUBLIC SERVICES, INC.

Form 4

April 10, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Hughes Jeffrey A

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)
04/10/2014

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 04/10/2014 ⁽¹⁾ | | M | 22,500 ⁽¹⁾ A \$ 28.69 | 23,871 | D | |
| Common Stock | 04/10/2014 ⁽¹⁾ | | M | 807 ⁽¹⁾ A \$ 25.51 | 24,678 | D | |
| Common Stock | 04/10/2014 ⁽¹⁾ | | M | 9,500 ⁽¹⁾ A \$ 27.02 | 34,178 | D | |
| Common Stock | 04/10/2014 ⁽¹⁾ | | S | 32,807 ⁽¹⁾ D \$ 35 | 1,371 | D | |

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Option | \$ 28.69 | 04/10/2014 ⁽¹⁾ | | M | 22,500 | ⁽¹⁾ 12/05/2016 | Common Stock | 22,500 | |
| Common Stock Option | \$ 25.51 | 04/10/2014 ⁽¹⁾ | | M | 807 | ⁽¹⁾ 12/11/2017 | Common Stock | 807 | |
| Common Stock Option | \$ 27.02 | 04/10/2014 ⁽¹⁾ | | M | 9,500 | ⁽¹⁾ 02/16/2017 | Common Stock | 9,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hughes Jeffrey A 18500 NORTH ALLIED WAY PHOENIX, AZ 85054 | | | EVP- Human Resources | |

Signatures

/s/ Eileen B. Schuler
Attorney-in-Fact

04/10/2014

**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) All options under each of the non-qualified stock option grants were exercisable and fully vested. The exercise of the stock options and sale of the underlying shares of Republic's common stock were in accordance with a Rule 10b5-1 Sales Plan dated February 24, 2014.

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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