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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

☐ Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b)

**1. Name and Address of Reporting
Person* (Last, First, Middle)**

Cordesman, Michael J.

**2. Issuer Name and Ticker or
Trading Symbol**

Republic Services, Inc. (RSG)

**3. I.R.S. Identification Number of Reporting
Person, if an entity (Voluntary)**

110 S.E. 6th Street, 28th Floor

(Street)

Ft. Lauderdale, FL 33301

(City)

(State)

(Zip)

4. Statement for (Month/Day/Year)

February 5, 2003

**6. Relationship of Reporting Person(s)
to Issuer (Check All Applicable)**

☐ Director ☐ 10% Owner

☒ Officer (give title below)

☐ Other (specify below)

President and Chief Operating
Officer

**5. If Amendment, Date of Original
(Month/Day/Year)**

**7. Individual or Joint/Group Filing
(Check Applicable Line)**

☒ Form filed by One Reporting Person

☐ Form filed by More than One Reporting
Person

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

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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 Transactions(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect or Beneficial Ownership (Instr. 4)
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Code	V	Amount	(A) or (D)	Price
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**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

[illegible]

(1) The options will vest in four equal installments commencing on the first anniversary of the date of grant.

2/5/03

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.