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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

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

Name and Address of Reporting Person* (Last, First, Middle)	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
O'Connor, James E.		Republic Services, Inc. (RSG)  Statement for Month/Day/Year		If Amendment, Date of Original (Month/Day/Year)
110 S.E. 6th Street, 28th Floor	<b>4.</b>	10/31/02	. J.	11 Amendment, Date of Original (Month/Day/Tear)
(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)
Fort Lauderdale, FL 33301		☑ Director o 10% Owner		
(City) (State) (Zip)		☑ Officer (give title below)		O Form filed by More than One Reporting Person
		O Other (specify below)		
		President & Chief Executive Officer		

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-Do	erivative S	Securities	s Acq	juired, Di	spos	ed of, or	Bei	neficially Owned				
1. Title of Security 2. (Instr. 3)	Transaction Date (Month/Day/Year)		(Instr. 8) or Disposed of (D) (Instr. 3, 4 and 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 Beneficial Ownership (Instr. 4)		
			Code	v		Amount	(A) or (D)	Price						
Common Stock	4/27/1999		P			2,000	A	\$16.875				D		
Common Stock	10/31/2002		M			90,000	A	\$11.875				D		
Common Stock	10/31/2002		S			10,750	D	\$20.55				D		
Common Stock	10/31/2002		S			52,900	D	\$20.80				D		
Common Stock	10/31/2002		S			100	D	\$20.60				D		
Common Stock	10/31/2002		S			1,500	D	\$20.70				D		
Common Stock	10/31/2002		S			250	D	\$20.71				D		
Common Stock	10/31/2002		S			400	D	\$20.75				D		
Common Stock	10/31/2002		S			50	D	\$20.76				D		
Common Stock	10/31/2002		S			50	D	\$20.81				D		
Common Stock	10/31/2002		S			600	D	\$20.82				D		
Common Stock	11/1/2002		S			20,900	D	\$20.60		12,332.8276		D		

662.1048

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By 401(k) plan

Common Stock

## Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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.	Transactio Code (Instr. 8)	n	5.	Number of Derivative Securi Acquired (A) or Disposed of (Instr. 3, 4 and 5)	
								Code	v		(A)	(D)
Common Stock Option		\$11.875		10/31/02				M				90,000

<b>Expiration Dat</b>	Date Exercisable and Expiration Date (Month/Day/Year)		Title and Amount of Underlying Securities (Instr. 3 and 4)			Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownershi (Instr. 4)
Date Exercisable	Expiration Date		Title	Amount or Number of Shares								
(1)	10/29/09		Common Stock	90,000				30,000		D		
		_			_							
planation of	Responses	:										
The options v	vested in fo	our e	qual insta	llments comm	enc	cing on the fir	rst aı	nniversary of the date of grant.				
				/s/ James E. C	)'C	onnor		11/	4/02			
		_	**0.	gnature of Rep		· D			ate			

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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