FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APP	ROVAL
OMB Number:	3235-028

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

## Filed purcuant to Section 16(a) of the Securities Evolution Act of 1024

msuuc	uon 1(b).			FIIC						estment (					34			<u>, ———</u>				
Name and Address of Reporting Person*  CROWNOVER JAMES W																Relationship of Reporting Person(s) to Issuer (Check all applicable)						
													_			X Dii	ecto	r		10% O	wner	
(Last) (First) (Middle) TWO HOUSTON CENTER						3. Date of Earliest Transaction (Month/Day/Year) 10/15/2012											ficer low)	(give title		Other (s below)	specify	
909 FANNIN, SUITE 3875					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)						
Street) HOUST(	ON T	X	77010													X Fo		led by Mor		orting Person		
(City)	(Si	tate)	(Zip)																			
		Tab	le I - No	n-Deriv	ative	Sec	uriti	es Ad	cqui	ired, D	isp	osed (	of, o	r Ber	eficia	lly Ow	ned					
L. Title of Security (Instr. 3)  2. Transa Date (Month/Date)						ar) E	2A. Deemed Execution Date if any (Month/Day/Yea		Code (Instr.			4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)				4 and Sec Ben Owi		. Amount of ecurities eneficially wned Following eported		n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
										Code	<i>,</i>	Amount		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		ion(s)			(1134114)	
		Т	able II -	Deriva (e.g., p												/ Owne	ed					
Title of Derivative Security Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,		ansaction ode (Instr.		of		ate Exerc iration Da nth/Day/\	ate	le and	7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)			8. Price Derivati Security (Instr. 5)	ve	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly O Fi O (!)	LO. Dwnership Form: Direct (D) or Indirect I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Co	Code	v	(A)	(D)	Date Exe	e rcisable	Exp	oiration e	Title		Amount or Number of Shares							

(2)

### **Explanation of Responses:**

(1)

- 1. Based on 1 on 1 conversion
- $2.\ Dividends\ paid\ on\ the\ Restricted\ Stock\ Units\ awarded\ per\ the\ Republic\ Services,\ Inc.\ Amended\ and\ Restated\ 2007\ Stock\ Incentive\ Plan.$

478

3. A portion of the Restricted Stock Units are held under the Company's Deferred Compensation Plan.

#### Remarks:

Restricted

Stock Units

/s/ Eileen B. Schuler Attorney-

478

\$28.03

in-Fact

(2)

Common

Stock

\*\* Signature of Reporting Person

Date

10/17/2012

57,554<sup>(3)</sup>

D

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).

10/15/2012

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.