SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
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0.5

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1 | Iress of Reporting F | Person* | | uer Name and Ticke | 0 | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|-----------------------|----------|-------------------|---------------------------|------------------|---|---|---|--------------|-------------------|--|--|
| (Last) (First) (Middle) | | | | e of Earliest Transa | | | X | Director Officer (give title below) | | Owner (specify | | |
| (Last) C/O 18500 N. | (First) ALLIED WAY | 07/15 | 5/2022 | | | | below) | Delow | ·) | | | |
| (Street) | | 4. If Ai | mendment, Date of | Original Filed | (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| PHOENIX AZ 85054 | | | | | | | X | Form filed by Or Form filed by Mo | | | | |
| (City) (State) (Zip) | | | | | | | | Person | | g | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | |
| 1. Title of Securi | ty (Instr. 3) | | 2. Transaction | 2A. Deemed | 3. | 4. Securities Acquired (A | | 5. Amount of | 6. Ownership | 7. Nature | | |

| Code V Amount (A) or (D) Price Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) | 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | ZA. Deemed Execution Date, if any (Month/Day/Year) | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---|---------------------------------|--|---|------|---|---|--|-------|---|---|---|
| | | | | Code | v | Amount | | Price | Transaction(s) | | (Instr. 4) |

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

| | (e.g., puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|---|---|--|--|---|---|---|-----|--|--------------------|--|--|---|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | xercise (Month/Day/Year) if any o of (Month/Day/Year) vative | | 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 07/15/2022 | | Α | | 19 | | (2) | (2) | Common Stock | 19 | \$129 | 5,437 ⁽³⁾ | D | |

Explanation of Responses:

1. Based on 1 on 1 conversion.

2. Dividends paid on the Restricted Stock Units awarded per the Republic Services, Inc. 2021 Stock Incentive Plan.

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

Remarks:

/s/ Lauren McKeon Attorney-in 07/19/2022

Fact

** Signature of Reporting Person Date

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).

** 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.

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Lauren McKeon and Adrienne Wilhoit, or either of them acting singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "Attorney-in-Fact"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

(1) Prepare, execute, and submit to the Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required or considered by the Attorney-in-Fact to be advisable under Section 13 or Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation of the SEC;

(2) Prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Republic Services, Inc., a Delaware corporation (the "Company"), with the SEC, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Exchange Act and the rules and regulations promulgated thereunder, as amended from time to time;

(3) Seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(4) Perform any and all other acts which in the discretion of such Attorney-in-Fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(a) This Power of Attorney authorizes, but does not require, such attorney-in-fact to act in her discretion on information provided to such Attorney-in-Fact without independent verification of such information;

(b) Any documents prepared and/or executed by such Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such Attorney-in-Fact, in her discretion, deems necessary or desirable;

(c) Neither the Company nor such Attorney-in-Fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(d) This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the Attorney-in-Fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such Attorney-in-Fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of May, 2022.

Signature: /s/ Michael A. Duffy

2022.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Jennie Perez Notary Public in and for the State of AZ

Notary Seal

My Commission Expires: 2/3/2025