OMB APPROVAL

OMB Number: 3235-0362 Expires: January 31, 2005

Estimated average burden hours per response...1.0

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL 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 box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- o Form 3 Holdings Reported
- o Form 4 Transactions Reported

| Name and Address of Reporting Person* | 2. | Issuer Name and Ticker or Trading Symbol | 3. | I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | | | |
|--|--|---|---|--|--|--|--|--|
| Holmes, Tod C. | | Republic Services, Inc. (RSG) | | | | | | |
| Last) (First) (Middle) | | | | | | | | |
| 110 S.E. 6th Street 28th Floor | | Statement for Month/Year February 5, 2003 | 5. | 5. If Amendment, Date of Original (Month/Year) | | | | |
| Street) | 6. | Relationship of Reporting Person(s) to Issuer (Check All Applicable) | 7. | Individual or Joint/Group Reporting (Check Applicable Line) | | | | |
| | | O Director O 10% Owner ✓ Officer (give title below) | | | | | | |
| Fort Lauderdale, FL 33301 | | | | O Form filed by More than One Reporting Person | | | | |
| City) (State) (Zip) | | Other (specify below) | | | | | | |
| | | Chief Financial Officer and Senior Vice President | | | | | | |
| | Person* Holmes, Tod C. (Last) (First) (Middle) 110 S.E. 6th Street 28th Floor (Street) Fort Lauderdale, FL 33301 | Person* Holmes, Tod C. (Last) (First) (Middle) 110 S.E. 6th Street 28th Floor (Street) 6. | Person* Holmes, Tod C. Republic Services, Inc. (RSG) **Last) (First) (Middle) **Ino S.E. 6th Street 28th Floor **Street) **Gelationship of Reporting Person(s) to Issuer (Check All Applicable) **o Director o 10% Owner **Fort Lauderdale, FL 33301 **City) (State) (Zip) **Other (specify below) **Chief Financial Officer and Senior Vice** | Holmes, Tod C. Republic Services, Inc. (RSG) (Last) (First) (Middle) 4. Statement for Month/Year 5. February 5, 2003 (Street) 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) O Director O 10% Owner Fort Lauderdale, FL 33301 (City) (State) (Zip) O Other (specify below) Chief Financial Officer and Senior Vice | | | | |

| Title of Security (Instr. 3) | 2. | Transaction Date (Month/Day/Year) | Deemed Execution Date, if any (Month/Day/Year) | 3. | Transaction Code (Instr. 8) | 4. | Securities or Dispose (Instr. 3, 4 | ed of (D) | I (A) | 5. | Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. | Nature of Indirect Beneficial Ownershi (Instr. 4) |
|------------------------------------|----|---|--|----|-----------------------------------|----|--|------------------|-------|----|---|----|---|----|---|
| | | | | | | | 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)

| 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) | | |
|---|----|---|----|--------------------------------------|-----|--|----|-----------------------------|----|---|-----|--|
| | | | | | | | | | | (A) | (D) | |
| Common Stock Option | | \$17.40 | | 1/31/2002 | | | | AV | | 40,000 | | |
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| Date Exercisable Expiration Date (Month/Day/Year | | . Title and A Underlying (Instr. 3 and | Securities | Price of Derivat Security (Instr. 5) | ive 9. | Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. | Ownership 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) | 1/31/2012 | Common Stock | 40,000 | | | 40,000 | | D | | |
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| lanation of R | esponses: | | | | | | | | | |
| The options wi | ll vest in four | equal installr | ments commencia | ng on the first an | niversar | y of the date of grant. | | | | |
| | | /s | / Tod C. Holmes | | | 2/6/0 | 3 | | | |
| | | | | | _ | | | | | |

^{**} 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 provided is insufficient, see Instruction 6 for procedure.