| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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

| OMB APPR | OVAL |
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| <u>OCONNOR JAMES E</u> (Last) (First) (Middle) | | Person* | 2. Issuer Name and Ticker or Trading Symbol REPUBLIC SERVICES, INC. [RSG] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|---------|----------|--|--|---------------------------------|-----------------------|--|--|--|
| | | | | X X | Director | 10% Owner | | | |
| | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | Officer (give title below) | Other (specify below) | | | |
| | | | 07/15/2009 | Chairman/CEO | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | /idual or Joint/Group Fili | ng (Check Applicable | | | |
| PHOENIX | AZ | 85054 | | X | Form filed by One Re | porting Person | | | |
| (City) | (State) | (Zip) | - | | Form filed by More th Person | an One Reporting | | | |
| | | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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) | Code (| | Disposed Of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) | |
| Common Stock | 07/15/2009 | | A | | 49 | Α | \$25.84 | 6,74 2 ⁽¹⁾ | D | | |

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

| 1. 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. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title Amour Securi Underl Deriva Securi and 4) | nt of ties ying tive ty (Instr. 3 | 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 | | | | |

Explanation of Responses:

1. Total reflects dividends paid under the Company's Employee Stock Purchase Plan since the last report filed.

Remarks:

/s/ Eileen B. Schuler Attorney-07/17/2009 In-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.