

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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. Name and Address of Reporting Person* <u>HOLMES TOD C</u>  (Last) (First) (Middle) <u>18500 N. ALLIED WAY</u>  (Street) <u>PHOENIX AZ 85054</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REPUBLIC SERVICES, INC. [ RSG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP/CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(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	06/22/2012		A		22,805 <sup>(1)</sup>	A	\$25.58	33,444 <sup>(1)</sup>	D <sup>(1)</sup>	

**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. 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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Mr. Holmes previously submitted notice of his intent to retire as the Company's Executive Vice President and Chief Financial Officer effective 05/01/2013. On 6/22/2012, Mr. Holmes and the Company entered into a Retirement Agreement that included Mr. Holmes promptly receiving an Accelerated Restricted Stock Award in lieu of a discretionary annual equity grant in 2013. The Accelerated Restricted Stock Award's grant-date value was \$583,333, being 4/12 of the grant-date value of the discretionary annual equity grant Mr. Holmes received in 2012. The Accelerated Restricted Stock Award vests ratably over four years, or fully upon death, disability or retirement (including retirement before 5/1/2013 at the Board's request). The closing price of the Company's stock on 6/22/2012 was \$25.58, and 22,805 restricted shares were granted. If Mr. Holmes' employment terminates for any reason before 2/8/2013 other than by retirement at the request of the Board, he will forfeit the stock award.

**Remarks:**

/s/ Eileen B. Schuler Attorney-in-Fact 06/26/2012

\*\* 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.