

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

REPUBLIC SERVICES, INC.

 (Exact Name of Registrant as Specified in its Governing Instruments)

DELAWARE

65-0716904

 (State or Other Jurisdiction of
 Incorporation or Organization)

 (I.R.S. Employer
 Identification No.)

REPUBLIC SERVICES, INC.
 110 S.E. SIXTH STREET, 28TH FLOOR
 FORT LAUDERDALE, FLORIDA 33301
 (954) 769-2400

 (Address, Including Zip Code, and Telephone Number,
 Including Area Code, of Registrant's Principal Executive Offices)

DAVID A. BARCLAY
 SENIOR VICE PRESIDENT AND GENERAL COUNSEL
 REPUBLIC SERVICES, INC.
 110 S.E. SIXTH STREET, 28TH FLOOR
 FORT LAUDERDALE, FLORIDA 33301
 (954) 769-2400

 (Name, Address, Including Zip Code, and Telephone Number,
 Including Area Code, of Agent for Service)

REPUBLIC SERVICES, INC.
 AMENDED AND RESTATED
 1998 STOCK INCENTIVE PLAN

 (Full Title of the Plan)

COPIES OF ALL COMMUNICATIONS TO:
 JONATHAN L. AWNER, ESQ.
 AKERMAN SENTERFITT
 SUNTRUST INTERNATIONAL CENTER
 ONE S.E. 3RD AVENUE, 28TH FLOOR
 MIAMI, FLORIDA 33131-1704
 (305) 374-5600

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$0.01 per share	7,000,000 shares	\$19.435	\$136,045,000.00	\$11,019.65

(1) This Registration Statement also covers any additional shares that may hereafter become issuable as a result of the adjustment provisions of the Plan.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

Republic Services, Inc. ("Republic") is filing this Registration Statement on Form S-8 to register 7,000,000 additional shares of Republic common stock authorized for issuance under the Republic Services, Inc. 1998 Amended and Restated Stock Incentive Plan (the "Plan"). Republic filed a Registration Statement on Form S-8 with respect to the initial 20,000,000 shares of Republic common stock authorized for issuance under the Plan on May 10, 1999 (Registration No. 333-78125) (the "Prior Registration Statement") with the Securities and Exchange Commission (the "Commission"). In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement, including any amendments thereto or filings incorporated therein, are incorporated by reference into this Registration Statement on Form S-8.

Upon the effectiveness of this Registration Statement on Form S-8, the total number of shares of Republic common stock available for issuance under the Plan will be 27,000,000, which includes the 7,000,000 shares of Republic common stock registered on this registration statement and 20,000,000 shares of Republic common stock that were registered on the Prior Registration Statement.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents are hereby incorporated by reference into this registration statement:

(a) Republic's Annual Report on Form 10-K for the year ended December 31, 2001, filed with the Commission on March 28, 2002.

(b) All other reports filed by Republic pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the year covered by the Annual Report on Form 10-K referred to in paragraph (a) above.

(c) The description of Republic's common stock, which is contained in a Registration Statement on Form 8-A, filed with the Commission on June 30, 1998.

In addition, all documents subsequently filed by Republic pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents. Any statement in a document incorporated or is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

ITEM 8. EXHIBITS.

The exhibits filed as part of this registration statement are as follows:

EXHIBIT NUMBER - - - - -	DESCRIPTION - - - - -
4.1	-- Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1998).
4.2	-- Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-8, Registration No. 333-81801, filed with the Commission on June 29, 1999).
4.3	-- Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1998).
4.4	-- The Company's Common Stock Certificate (incorporated by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-8, Registration No. 333-81801, filed with the Commission on June 29, 1999).
5.1	-- Opinion of Akerman Senterfitt
10.1	-- Republic Services, Inc. 1998 Stock Incentive Plan (as amended and restated March 6, 2002) (incorporated by reference to Exhibit A of our Proxy Statement on Schedule 14A relating to our 2002 Annual Meeting of Stockholders dated May 16, 2002).
23.1	-- Information Regarding the Consent of Arthur Andersen LLP.
23.2	-- Consent of Akerman Senterfitt (included in opinion filed as Exhibit 5.1).
24.1	-- Powers of Attorney (included as part of the signature page hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly approved, in the City of Fort Lauderdale, State of Florida, on the 26th day of March, 2003.

REPUBLIC SERVICES, INC.

By: /s/ JAMES E. O'CONNOR

James E. O'Connor
Chairman of the Board and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints James E. O'Connor and Harris W. Hudson his true and lawful attorneys-in-fact, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any or all amendments, including any post-effective amendments, to this registration statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact or their substitutes, each acting alone, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in their capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE -----
/s/ James E. O'Connor ----- James E. O'Connor	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	March 26, 2003
/s/ Harris W. Hudson ----- Harris W. Hudson	Vice Chairman and Director	March 26, 2003
/s/ Tod C. Holmes ----- Tod C. Holmes	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	March 26, 2003
/s/ Charles F. Serianni ----- Charles F. Serianni	Chief Accounting Officer (Principal Accounting Officer)	March 26, 2003
/s/ H. Wayne Huizenga ----- H. Wayne Huizenga	Director	March 26, 2003
/s/ John W. Croghan ----- John W. Croghan	Director	March 26, 2003
/s/ Ramon A. Rodriguez ----- Ramon A. Rodriguez	Director	March 26, 2003
/s/ Allan C. Sorensen ----- Allan C. Sorensen	Director	March 26, 2003

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[Akerman Senterfitt Letterhead]

Boca Raton
Fort Lauderdale
Jacksonville
Miami
Orlando
Tallahassee
Tampa
West Palm Beach

One Southeast Third Avenue
28th Floor
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305 37 5600 TEL 305 374-5095 FAX

March 26, 2003

Republic Services, Inc.
110 S.E. Sixth Street, 28th Floor
Ft. Lauderdale, FL 33301

RE: REGISTRATION STATEMENT ON FORM S-8 (THE "REGISTRATION STATEMENT")

Gentlemen:

We have acted as counsel to Republic Services, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission of the Registration Statement under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to 7,000,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), which may be issued under the Republic Services, Inc. 1998 Amended and Restated Stock Incentive Plan (the "Plan").

We have examined such corporate records, documents, instruments and certificates of the Company and have reviewed such questions of law as we have deemed necessary, relevant or appropriate to enable us to render the opinion expressed herein. In such examination, we have assumed the genuineness of all signatures and authenticity of all documents, instruments, records and certificates submitted to us as originals.

Based upon such examination and review, we are of the opinion that when the Registration Statement becomes effective under the Securities Act and the Shares are issued in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and non-assessable securities of the Company.

The opinion expressed herein is limited to the corporate laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by any other jurisdiction.

This firm consents to the filing of this opinion as an exhibit to the Registration Statement and to all references to the firm in the Registration Statement.

Very truly yours,

/s/ Akerman Senterfitt

AKERMAN SENTERFITT

INFORMATION REGARDING THE CONSENT OF ARTHUR ANDERSEN LLP

The consolidated financial statements of Republic Services, Inc. and its subsidiaries ("Republic") as of and for the year ended December 31, 2001 incorporated by reference in this registration statement have been audited by Arthur Andersen LLP ("Arthur Andersen"), independent public accountants, as indicated in their reports with respect thereto, and are included herein in reliance upon the authority of said firm as experts in giving said reports. Arthur Andersen has not consented to the inclusion of their report in this registration statement, and Republic has dispensed with the requirement to file their consent in reliance upon Rule 437a promulgated under the Securities Act of 1933, as amended. Because Arthur Andersen has not consented to the inclusion of their report, you will not be able to recover against Arthur Andersen under Section 11 of the Securities Act for any untrue statements of a material fact contained in the financial statements audited by Arthur Andersen or any omissions to state a material fact required to be stated therein.