SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden

0.5

hours per response:

| 5 | |
|----|-----------------------------|
| ee | |
| | Filed pursuant to Section 1 |
| | or Contion 20(h) of t |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

led 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 Addr | 1 0 | Person* | | er Name and Ticker | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|------------------------|---------------------|-----------------|------------------|--------------------------------|------------------|------------------------------|--|--|-----------------|-------------------|--|--|
| LARSON M | IICHAEL | | | | | | X | Director | 10% | Owner | | |
| (Last) 2365 CARILLO | (First) ON POINT | (Middle) | 3. Date 01/04 | e of Earliest Transac /2021 | ction (Month/D | ay/Year) | | Officer (give title below) | e Oth belo | er (specify w) | | |
| <u>,</u> | | | 4. If Ar | mendment, Date of (| Original Filed (| Month/Day/Year) | | idual or Joint/Grou | p Filing (Check | Applicable | | |
| (Street) KIRKLAND | WA | 98033 | | | | | Line) | Form filed by Or Form filed by Mo Person | | | | |
| (City) | (State) | (Zip) | | | | | | Person | | | | |
| | | Table I - Non-D | erivative S | ecurities Acqu | uired, Disp | osed of, or Bene | ficially | Owned | | | | |
| 4 THE | · () | | Tuo una catila u | 24 Deemend | | 4. Convertition A new incode | A) a.r. | E Amount of | C. Ourreamathin | 7 Matur | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Date, Transac Code (In | | 4. Securities Acquired (A) or 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 |
|---------------------------------|--|---|---------------------------|---|---|---------------|-------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |

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 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) | 01/04/2021 | | А | | 2,459 | | (2) | (2) | Common Stock | 2,459 | \$0.00 | 2,459 | D | |

Explanation of Responses:

1. Based on 1 on 1 conversion.

2. On 01/04/2021 ("Date of Grant"), each non-Management Director received an annual award of 2,459 Restricted Stock Units ("RSUs") pursuant to the Republic Services, Inc.'s ("Company") 2007 Stock Incentive Plan, as amended. The grant was based on a value on the Date of Grant of \$230,000, with the number of RSUs calculated based on the closing stock price of the Company's common stock on the Date of Grant (\$93.54). The RSUs under this 01/04/2021 grant immediately vest; however, the Director cannot convert any of the RSUs to Company common stock (based on a 1 on 1 conversion) until the earlier of the last day of the month in which the three year anniversary of the date of the award occurs (for this grant being 01/31/2024), unless deferred by the Director or the date on which the Director leaves the Board.

Remarks:

/s/ Eileen B. Schuler Attorney-01/05/2021

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.

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