FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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*  HOLMES TOD C						2. Issuer Name and Ticker or Trading Symbol REPUBLIC SERVICES INC [ RSG ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title Other (specify below)					
(Last) (First) (Middle) 110 S.E. 6TH STREET 28TH FLOOR							of Earl 2004	iest Trans	action (N	Month	/Day/Year)			Λ	below)		'inanci	below)	r
HOLMES TOD C					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	Individual or Joint/Group Filing (Check Application)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(S	itate)	(Zip)																
		Tal	ble I - No	on-Deri	vativ	e S	ecuri	ties Ac	quired	l, Dis	sposed o	f, or Be	nefic	ially	Owned				
1. Title of \$	Security (Ins	tr. 3)		2. Transa Date (Month/I		ar)	if any	emed on Date, /Day/Year)	3. Transa Code ( 8)		4. Securiti Disposed	es Acquire Of (D) (Inst	d (A) o r. 3, 4 a	r ınd 5)	5. Amour Securities Beneficia Owned F	s Illy ollowing	Form:	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	(A) or (D)	Price	9	Reported Transacti (Instr. 3 a	on(s)			(Instr. 4)
Common	Stock			04/30	)/2004	-			S		1,057	D	\$29	9.09	31,72	2.4658		D	
Common	Stock			04/30	)/2004	1			S		1,120	D	\$29	9.01	30,60	2.4658		D	
Common	Stock			04/30	)/2004	-			S		14,724	D	\$	29	15,87	8.4658		D	
Common	Stock			04/30	)/2004				М		15,000	A	\$11	.875	30,87	8.4658		D	
Common	Stock			04/30	)/2004	1			M		20,000	A	\$14	4.55	50,87	8.4658		D	
Common Stock				05/03/2004					S		63	D	\$2	\$29.2 50,81		5.4658		D	
Common Stock				05/03/2004					S		740	D	\$29	9.19	50,07	5.4658		D	
Common Stock			05/03/2004					S		21	D	\$29	9.18	50,05	4.4658		D		
Common Stock			05/03/2004					S		190	D	\$29	9.17	49,86	4.4658		D		
Common Stock			05/03/2004					S		211	D	\$29	9.16	49,65	3.4658		D		
Common Stock			05/03/2004			r		S		718	D	\$2	\$29.1		48,935.4658		D		
Common Stock				05/03/2004					S		1,226	D	\$29	9.06	47,70	9.4658		D	
Common Stock				05/03	8/2004	1			S		380	D	\$29	9.05	47,32	9.4658		D	
Common	Stock			05/03	8/2004	1			S		211	D	\$29	9.04	47,11	8.4658		D	
Common	Stock			05/03	8/2004	1			S		508	D	\$29	9.03	46,61	0.4658		D	
Common	Stock			05/03	8/2004	1			S		2,177	D	\$29	9.02	44,43	3.4658		D	
Common Stock			05/03/2004				S		9,404	D	\$29		35,029.4658			D			
Common	Stock														35,959	.5705(1)		D	
Common Stock															1,203.	9055(2)		Ι .	By 401(k) Plan
			Table II								osed of, converti				Owned				
1. Title of Derivative Security (Instr. 3)	tle of 2. 3. Transaction 3A. Deeme execution Date Execution urity or Exercise (Month/Day/Year) if any		ed 4. Date, Tran		ection	tion of		•	Exerci on Dat	sable and te	7. Title and Am of Securities Underlying Derivative Sec (Instr. 3 and 4)		unt	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transactie (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amo or Num of Shar	ber					

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)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Option	\$14.55	04/30/2004		M			20,000	(3)	01/30/2011	Common Stock	20,000	\$0	0	D	
Common Stock Options	\$11.875	04/30/2004		M			15,000	(4)	10/29/2009	Common Stock	15,000	\$0	2,250	D	

## **Explanation of Responses:**

- 1. Includes (1) 135.3950 matching shares received under the Republic Services, Inc. Deferred Compensation Plan as of April 2, 2001 not previously reported, and (2) 794.7097 shares purchased under the Republic Services, Inc. Employee Stock Purchase Plan.
- 2. Number reflects (1) 151.459 shares acquired during the first quarter of 2004 by 401(k) Plan, and (2) a reduction in the total shares resulting from refunds made to certain 401(k) participants based upon IRS discrimination testing.
- 3. The options vested in four equal installments commencing on 01/30/2001.
- 4. The options vested in four equal installments commencing on 10/29/1999.

## Remarks:

By: /s/ David A. Barclay, Attorney-in-Fact

05/04/2004

\*\* 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.

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