Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL
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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

Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 3, 4 and 5) Execution Date, if any (Month/Day/Year) Code (Instr. 3, 4 and 5) Execution Date, if any (Month/Day/Year) Code (Instr. 3, 4 and 5) Execution Date, if any (Month/Day/Year) Code (Instr. 3, 4 and 5) Execution Date, if any (Month/Day/Year) Expiration Date (A) or (Date Date (Month/Day/Year) Code (Instr. 4) Expiration Date (Month/Day/Year)																				
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Stock (2) 01/05/2011 A 7,500 (2) Stock 7,500 \$0.00 40,945 D	Restricted Stock	(1)	01/03/2011			A		7,500		(1)		(1)		7.50	00	\$0.00	46,945		D	

Explanation of Responses:

1. Annual award of 7,500 Restricted Stock Units ("RSUs") granted to non-management directors pursuant to the Republic Services, Inc.'s 2007 Stock Incentive Plan, as amended. The RSUs under this annual grant are immediately vested upon the date of grant; however, the director cannot convert any of the RSUs to Republic Services, Inc.'s common stock until his service as a member of the Board of Directors is terminated.

Remarks:

<u>/s/ Eileen B. Schuler Attorney-in-Fact</u>

01/05/2011

** Signature of Reporting Person

Date

 $Reminder: Report \ on \ a \ separate \ line \ for \ each \ class \ of \ securities \ beneficially \ owned \ directly.$

- * 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.