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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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

•	Name and Address of Reporting Person* (Last, First, Middle)	1 0		3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)					
	Barclay, David A.		Republic Services, Inc. (RSG)							
	110 S.E. 6th Street, 28th Floor (Street)		Statement for (Month/Day/Year)	5.	i. If Amendment, Date of Original (Month/Day/Year					
			February 5, 2003							
			Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	. Individual or Joint/Group Filing (Check Applicable Line)					
	Ft. Lauderdale, FL 33301		O Director O 10% Owner							
	(City) (State) (Zip)		☑ Officer (<i>give title below</i>)		O Form filed by More than One Reporting Person					
			Other (specify below)							
			Senior Vice President, General Counsel & Assistant Secretary							

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).

	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
1.	Title of Security 2. (Instr. 3)	Transaction Date (Month/Day/Year)		Deemed Execution Date, if any. (Month/Day/Year)	3.	Transacti (Instr. 8)	ion Code	4.	Securities A or Disposed (Instr. 3, 4 au	of (D)		5.	Amount of Securities Beneficially Owned Following Reported Transactions(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						
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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)	rity Price of Derivative				3a.	Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Code (Instr. 8)	on	5.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
									Code	v		(A)	(D)
	Common Stock Option		\$19.23		2/05/2003				AV			40,000	
						Pa	ige 3						

	(e.g., puts, calls, warrants, options, convertible securities)												
6. Date Exercisable and Expiration Date (Month/Day/Year)			7.	Title and A of Underlyi (Instr. 3 and	ng Securities	8.	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date		Title	Amount or Number of Shares								
	(1)	2/05/2013		Common Stock	40,000				40,000		D		
_													
_													
_													
Ex	planation of 1	Responses:											
(1)	The options v	vill vest in f	four	equal insta	llments com	mer	ncing on the	first	anniversary of the date of grant.				
				/	s/ David A. l	Baro	clay		2/	5/03			
				**Sign	ature of Rep	orti	ng Person			ate			
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 $\textbf{Table II} \ -- \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \ -- \textbf{Continued}$

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

^{*} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).