

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>Hughes Jeffrey A</u>			2. Issuer Name and Ticker or Trading Symbol <u>REPUBLIC SERVICES, INC. [ RSG ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP- Human Resources</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>18500 NORTH ALLIED WAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>PHOENIX</u>	<u>AZ</u>	<u>85054</u>	(City)				

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(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			
Common Stock	02/08/2014		M		1,986 <sup>(1)</sup>	A	\$0.00	1,986	D	
Common Stock	02/08/2014		F		615 <sup>(2)</sup>	D	\$33.4	1,371	D	

**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
Restricted Stock Units	(3)	02/07/2014		A		8,803		(3)	(3)	Common Stock	8,803	\$33.4	8,803	D	
Non-Qualified Stock Option	(4)	02/07/2014		A		44,015		(4)	(4)	Common Stock	44,015	\$33.4	44,015	D	
Restricted Stock Units	(5)	02/08/2014		M		1,986		(1)	(1)	Common Stock	1,986	\$0.00	5,960	D	

**Explanation of Responses:**

- The Restricted Stock Units ("RSUs") granted on 02/08/2013 vest 25% on each of the first four anniversaries of the date of grant. 1,986 RSUs, that included accrued dividend equivalents, vested on 02/08/2014 and were paid out in the form of Republic Services, Inc.'s common stock.
- Represents shares of common stock to satisfy the tax liability of the Reporting Person upon the vesting of 1,986 shares on Saturday, 02/08/2014, under a Restricted Stock Unit award. The fair market value of the exchanged shares was \$33.40 (the closing price of Republic Services, Inc.'s common stock on Friday, 02/07/2014).
- Restricted Stock Units ("RSUs") awarded pursuant to Republic Services, Inc.'s 2007 Stock Incentive Plan, as amended. The award will vest 25% on each of the first four anniversaries of the date of grant (which date of grant is 02/07/2014) and each RSU ultimately will be paid out in the form of one share of Republic Services, Inc.'s common stock. The number of RSUs was calculated based on the closing stock price of Republic Services, Inc.'s common stock on 02/07/2014 (\$33.40).
- Non-Qualified Stock Options awarded pursuant to Republic Services, Inc.'s 2007 Stock Incentive Plan, as amended. The award will vest 25% on each of the first four anniversaries of the date of grant (which date of grant is 02/07/2014).
- Each Restricted Stock Unit represents the contingent right to one share of common stock of Republic Services, Inc.

**Remarks:**

/s/ Eileen B. Schuler Attorney-in-Fact 02/11/2014

\*\* 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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