

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Rissman Michael P</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP/General Counsel/Secretary</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/17/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)	(State)	(Zip)							

**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	01/17/2012		M		37 <sup>(1)</sup>	A	\$0.00	7,597	D	
Common Stock	01/17/2012		F		10 <sup>(2)</sup>	D	\$27.51	7,587	D	
Common Stock								1,150	I	By Spouse

**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)	01/17/2012		A		392		(1)	(1)	Common Stock	392	\$27.51	44,840 <sup>(4)</sup>	D	
Restricted Stock Units	(3)	01/17/2012		M		37		(1)	(1)	Common Stock	37	\$27.51	44,803 <sup>(5)</sup>	D	

**Explanation of Responses:**

- The Reporting Person previously reported the vesting on 01/04/2012 of 4,597 Restricted Stock Units ("RSUs") that were paid out in the form of Republic Services, Inc.'s Common Stock ("Common Stock"). Due to the Dividend Record date of 01/03/2012, the foregoing RSUs were paid dividend equivalents on the Dividend Payment date of 01/17/2012. Therefore, 37 RSUs were automatically paid out in the form of shares of Common Stock on 01/17/2012.
- Represents shares of common stock to satisfy the tax liability of the Reporting Person upon the vesting of 37 shares under a Restricted Stock Unit award. The fair market value of the exchanged shares was \$27.51 (the closing price of Republic Services, Inc.'s common stock on 01/17/2012).
- Each Restricted Stock Unit represents the contingent right to one share of common stock of Republic Services, Inc.
- Dividends paid on the Restricted Stock Units awarded per the Republic Services, Inc. 2007 Stock Incentive Plan, as amended. A portion of the Restricted Stock Units are held under the Company's Deferred Compensation Plan.
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**Remarks:**

/s/ Eileen B. Schuler Attorney- 01/19/2012  
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.