

CASELLA WASTE SYSTEMS INC

Form 4

December 13, 2013

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 OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Edwin D

2. Issuer Name **and** Ticker or Trading
Symbol

CASELLA WASTE SYSTEMS INC
[CWST]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

25 GREENS HILL LANE, C/O
CASELLA WASTE SYSTEMS,
INC.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President & COO

RUTLAND, VT 05701

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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	(D)	Price

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 3.81	07/06/2010		<u>J</u> ⁽¹⁾		50,000		07/06/2013	07/05/2020	Class A Common Stock	50,000
Incentive Stock Option (Right to Buy)	\$ 4	12/05/2012		<u>J</u> ⁽¹⁾		52,534		12/05/2015	12/04/2022	Class A Common Stock	52,534
Incentive Stock Option (Right to Buy)	\$ 5.71	12/11/2013		<u>A</u> ⁽¹⁾		50,000		12/11/2013	12/10/2023	Class A Common Stock	50,000
Incentive Stock Option (Right to Buy)	\$ 5.71	12/11/2013		<u>A</u> ⁽¹⁾		52,534		12/05/2015	12/10/2023	Class A Common Stock	52,534

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Edwin D 25 GREENS HILL LANE C/O CASELLA WASTE SYSTEMS, INC. RUTLAND, VT 05701			President & COO	

Signatures

/s/ Edwin D.
Johnson 12/13/2013

**Signature of
Reporting Person Date

Explanation of Responses:

* 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).

On December 11, 2013, the Reporting Person entered into a rescission agreement with the Issuer for the cancellation of a stock option to purchase 50,000 shares of common stock granted to the Reporting Person on July 6, 2010 and a stock option to purchase 52,534 shares of common stock granted to the reporting person on December 5, 2012 (collectively, the "Prior Options"). The Prior Options were cancelled because it was determined that they were issued to the Reporting Person in excess of the limits under the Issuer's 2006 Stock Incentive Plan. The stock options granted to the Reporting Person on December 11, 2013 and reported on this Form 4 replaced the Prior Options.

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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