

REPUBLIC SERVICES, INC.  
Form 4  
February 11, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Culpepper Glenn

2. Issuer Name and Ticker or Trading Symbol  
REPUBLIC SERVICES, INC.  
[RSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
18500 NORTH ALLIED WAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/07/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP-CFO

PHOENIX, AZ 85054

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/08/2014		M		6,620 (1)	A	\$ 0 6,620 D

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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	(2)	02/07/2014		A	14,671	(2) (2)	Common Stock	14,671
Non-Qualified Stock Option	(3)	02/07/2014		A	44,015	(3) (3)	Common Stock	44,015
Restricted Stock Units	(4)	02/08/2014		M	6,620	(1) (1)	Common Stock	6,620

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Culpepper Glenn 18500 NORTH ALLIED WAY PHOENIX, AZ 85054			EVP-CFO	

## Signatures

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

\*\*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).

The Restricted Stock Units ("RSUs") granted on 02/08/2013 vest 25% on each of the first four anniversaries of the date of grant. 6,620 (1) 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.

(2) 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). Mr. Culpepper elected to defer the vesting of this grant under the Republic Services, Inc.'s Deferred Compensation Plan, as amended.

(3) 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).

(4) Each Restricted Stock Unit represents the contingent right to one share of common stock of Republic Services, Inc.

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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