

STERICYCLE INC

Form 4

February 16, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KOGLER RICHARD T

(Last) (First) (Middle)

**C/O STERICYCLE INC, 28161 N
KEITH DR**

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

STERICYCLE INC [SRCL]

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

02/15/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

COO

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

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	02/15/2005		M		2,846	A	\$ 10.125	12,944	D
Common Stock	02/15/2005		S		2,846	D	\$ 46.5082	10,098	D
Common Stock	02/15/2005		M		2,544	A	\$ 15.203	12,642	D
Common Stock	02/15/2005		S		2,544	D	\$ 46.5082	10,098	D
Common Stock	02/15/2005		M		2,016	A	\$ 27.37	12,114	D

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Common Stock	02/15/2005	S	2,016	D	\$ 46.5082	10,098	D
Common Stock	02/15/2005	M	1,788	A	\$ 35.05	11,886	D
Common Stock	02/15/2005	S	1,788	D	\$ 46.5082	10,098	D
Common Stock	02/15/2005	S	8,533	D	\$ 46.5082	1,565	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 45.8	02/15/2005		A		2,820		<u>(1)</u>	02/15/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 10.125	02/15/2005		M		2,846		<u>(2)</u>	05/31/2010	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 13.685	02/15/2005		M		2,016		<u>(2)</u>	02/05/2012	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 15.203	02/15/2005		M		2,544		<u>(2)</u>	02/06/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 35.05	02/15/2005		M		1,788		<u>(2)</u>	01/16/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 45.8	02/15/2005		A		29,180		<u>(1)</u>	02/15/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOGLER RICHARD T C/O STERICYCLE INC 28161 N KEITH DR LAKE FOREST, IL 60045			COO	

Signatures

Richard T Kogler	02/16/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
- (1) The option vests in five equal annual installments on the anniversary of the grant date.
- (2) 20% vests after one year; balance vests over next 4 years in monthly installments

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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