

STERICYCLE INC

Form 4

February 13, 2014

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)

28161 N. KEITH DRIVE

(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)
02/11/2014

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 below) ____ Other (specify below)

EVP & 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	02/11/2014		M		2,851	A	\$ 46.83
Common Stock	02/11/2014		S		2,851	D	\$ 116.0755
Common Stock	02/12/2014		M		143	A	\$ 51.55
Common Stock	02/12/2014		S		143	D	\$ 116.0202
Common Stock	02/12/2014		M		6,614	A	\$ 46.83

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Common Stock 02/12/2014 S 6,614 D \$ 116.0202 11,891 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 (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 115.69	02/11/2014		A		864		02/11/2019	02/11/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 46.83	02/11/2014		M			2,851	<u>(1)</u>	02/10/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 46.83	02/12/2014		M			6,614	<u>(1)</u>	02/10/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 51.55	02/12/2014		M			143	<u>(1)</u>	02/09/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 115.69	02/11/2014		A		55,136		<u>(1)</u>	02/11/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 115.69	02/11/2014		A		1,323		02/11/2014	02/11/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KOGLER RICHARD T 28161 N. KEITH DRIVE	EVP & COO

LAKE FOREST, IL 60045

Signatures

Richard T
Kogler

02/13/2014

__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).
- (1) The option vests in five equal annual installments on the anniversary of the grant date.

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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