

STERICYCLE INC
Form 4
February 23, 2016

FORM 4

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

OMB APPROVAL

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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 *
Ginnetti Daniel

(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)
02/19/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (D)	Price	
Common Stock	02/19/2016		M		6,924	A \$ 53.15	10,611 D
Common Stock	02/19/2016		S		6,924	D \$ 110.3562	3,687 D
Common Stock	02/22/2016		M		1,076	A \$ 53.15	4,763 D
Common Stock	02/22/2016		S		1,076	D \$ 110.8795	3,687 D
Common Stock	02/22/2016		M		5,684	A \$ 46.83	9,371 D

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Common Stock	02/22/2016	S	5,684	D	\$ 110.8795	3,687	D
Common Stock	02/22/2016	M	3,500	A	\$ 50.82	7,187	D
Common Stock	02/22/2016	S	3,500	D	\$ 110.8795	3,687	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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 46.83	02/22/2016		M	5,684	<u>(1)</u> 02/10/2019	Common Stock	5,684	
Non-Qualified Stock Option (right to buy)	\$ 50.82	02/22/2016		M	3,500	<u>(1)</u> 06/27/2018	Common Stock	3,500	
Non-Qualified Stock Option (right to buy)	\$ 53.15	02/19/2016		M	6,924	<u>(1)</u> 02/15/2018	Common Stock	6,924	
Non-Qualified Stock Option (right to buy)	\$ 53.15	02/22/2016		M	1,076	<u>(1)</u> 02/15/2018	Common Stock	1,076	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ginnetti Daniel
28161 N. KEITH DRIVE
LAKE FOREST, IL 60045

Chief Financial Officer

Signatures

Daniel V
Ginnetti

02/23/2016

**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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