

HOLMES TOD C  
Form 4  
April 19, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
HOLMES TOD C

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 N. ALLIED WAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/15/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP/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                    | 04/15/2010                           |  | A                              | 15 A \$ 30.45   | 2,386 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 82,649 <sup>(2)</sup>   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 60,000 <sup>(2)</sup>   | I  | Spouse                            |

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

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SEC 1474 (9-02)

number.

**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) | 8. Price or Value of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (3)  | 04/15/2010                           |  | A                              | 272   | (4) (4)  | Common Stock  | 272 \$ 30.  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| HOLMES TOD C<br>18500 N. ALLIED WAY<br>PHOENIX, AZ 85054 |               |           | Executive VP/CFO |       |

## Signatures

/s/ Eileen B. Schuler  
Attorney-in-Fact

04/19/2010

\*\*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) Reflects dividends paid under the Company's Employee Stock Purchase Plan since the last report filed.

Mr. Holmes directly owns 82,649 shares of Republic Services, Inc.'s common stock ("RSI Shares"). He indirectly owns 60,000 RSI Shares that are issued to his spouse. Although all required transactions involving RSI Shares held by Mr. Holmes have been properly reported in the past, a correction to Mr. Holmes' current total direct ownership in RSI Shares is required.

(3) Based on 1 on 1 conversion.

(4) Dividends paid on the Restricted Stock Units awarded per the Republic Services, Inc. 2007 Stock Incentive Plan, as amended. Mr. Holmes' Restricted Stock Units are included under the company's Deferred Compensation Plan.

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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