

REPUBLIC SERVICES INC
Form 4
February 14, 2008

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 *
OCONNOR JAMES E

(Last) (First) (Middle)

110 S.E. 6TH STREET, 28TH FLOOR

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

REPUBLIC SERVICES INC [RSG]

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

02/12/2008

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)
Chairman/Chief Executive 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 (A) or (D) Price		
Common Stock	02/12/2008		M		82,500 A \$ 12.2917	424,158.4458	D
Common Stock	02/12/2008		M		3,750 A \$ 12.82	427,908.4458	D
Common Stock	02/12/2008		S		17,050 D \$ 30.5	410,858.4458	D
Common Stock	02/12/2008		S		4,300 D \$ 30.505	406,558.4458	D
Common Stock	02/12/2008		S		5,400 D \$ 30.51	401,158.4458	D

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Common Stock	02/12/2008	S	200	D	\$ 30.515	400,958.4458	D
Common Stock	02/12/2008	S	3,600	D	\$ 30.52	397,358.4458	D
Common Stock	02/12/2008	S	500	D	\$ 30.525	396,858.4458	D
Common Stock	02/12/2008	S	2,500	D	\$ 30.53	394,358.4458	D
Common Stock	02/12/2008	S	1,200	D	\$ 30.535	393,158.4458	D
Common Stock	02/12/2008	S	4,500	D	\$ 30.54	388,658.4458	D
Common Stock	02/12/2008	S	1,100	D	\$ 30.545	387,558.4458	D
Common Stock	02/12/2008	S	5,400	D	\$ 30.55	382,158.4458	D
Common Stock	02/12/2008	S	600	D	\$ 30.555	381,558.4458	D
Common Stock	02/12/2008	S	3,200	D	\$ 30.56	378,358.4458	D

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

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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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option	\$ 12.2917	02/12/2008		M	82,500	<u>(1)</u>	01/04/2009	Common Stock	82,500
Common Stock	\$ 12.82	02/12/2008		M	3,750	<u>(2)</u>	02/05/2013	Common Stock	3,750

Stock
Option

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCONNOR JAMES E 110 S.E. 6TH STREET 28TH FLOOR FORT LAUDERDALE, FL 33301	X		Chairman/Chief Executive Officer	

Signatures

/s/ David A. Barclay,
Attorney-in-Fact

02/14/2008

__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 options vested in four equal installments commencing on 1/04/1999.
 - (2) The options vested in four equal installments commencing on 02/05/2003.

Remarks:

FORM 1 OF 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.