

Guice Robert  
Form 4  
February 07, 2018

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Guice Robert

(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)  
02/05/2018

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)

Executive Vice President, Intl

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                   |
| Common Stock                    | 02/05/2018                           |                                                    | M                              |                                                                   | 216    | A <u>(1)</u>     | 216                                                                                           |                                                          | D                                 |
| Common Stock <sup>(2)</sup>     | 02/05/2018                           |                                                    | F                              |                                                                   | 102    | D \$ 70.72       | 114                                                                                           |                                                          | D                                 |
| Common Stock                    | 02/05/2018                           |                                                    | M                              |                                                                   | 86     | A <u>(1)</u>     | 200                                                                                           |                                                          | D                                 |
| Common Stock <sup>(3)</sup>     | 02/05/2018                           |                                                    | F                              |                                                                   | 41     | D \$ 70.72       | 159                                                                                           |                                                          | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(1)</sup>                                                | 02/05/2018                              |                                                             | M                                    | 216                                                                                                                | <sup>(4)</sup> 02/05/2021 <sup>(4)</sup>                       | Common<br>Stock                                                     | 216                                       |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(1)</sup>                                                | 02/05/2018                              |                                                             | M                                    | 86                                                                                                                 | <sup>(5)</sup> 02/05/2021 <sup>(5)</sup>                       | Common<br>Stock                                                     | 86                                        |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships                    |
|---------------------------------------------------------------|----------------------------------|
|                                                               | Director 10% Owner Officer Other |
| Guice Robert<br>28161 N. KEITH DRIVE<br>LAKE FOREST, IL 60045 | Executive Vice President, Intl   |

## Signatures

/s/ Robert Guice 02/07/2018  
 \*\*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) Each restricted stock unit (RSU) represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of RSUs in shares of common stock on their scheduled vesting date.
- (2) No shares were sold. 102 shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements on vesting of RSUs.

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- (3) No shares were sold. 41 shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements on vesting of RSUs.

This award was granted on February 5, 2016 for 1,081 shares. 216 shares vested on February 5, 2018 and the remaining unvested RSUs

- (4) will continue to vest in equal annual installments on the next 3 anniversaries of the grant date. All unvested RSUs are subject to continued employment through the applicable vesting date.

This award was granted on February 5, 2016 for 432 shares. 86 shares vested on February 5, 2018 and the remaining unvested RSUs will

- (5) continue to vest in equal annual installments on the next 3 anniversaries of the grant date. All unvested RSUs are subject to continued employment through the applicable vesting 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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