

Guice Robert
Form 4
February 06, 2019

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 *
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)
02/05/2019

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)
Executive Vice President, Intl

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|-----------------------------------|
| | | | | Code | V Amount (D) Price | | | |
| Common Stock | 02/05/2019 | | M | 86 | A 482 | | D | |
| Common Stock ⁽²⁾ | 02/05/2019 | | F | 41 | D \$ 45 441 | | D | |
| Common Stock | 02/05/2019 | | M | 216 | A 657 | | D | |
| Common Stock ⁽³⁾ | 02/05/2019 | | F | 102 | D \$ 45 555 | | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 02/05/2019 | | M | 86 | ⁽⁴⁾ 02/05/2021 ⁽⁴⁾ | Common Stock | 86 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 02/05/2019 | | M | 216 | ⁽⁵⁾ 02/05/2021 ⁽⁵⁾ | Common Stock | 216 |

Reporting Owners

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

Signatures

/s/ Robert Guice 02/06/2019
 **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. 41 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. 102 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 432 shares. 86 shares vested on February 5, 2019 and the remaining unvested RSUs will

(4) continue to vest in equal annual installments on the next 2 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 1,081 shares. 216 shares vested on February 5, 2019 and the remaining unvested RSUs

(5) will continue to vest in equal annual installments on the next 2 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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