

REPUBLIC SERVICES INC
Form 4
December 09, 2008

FORM 4

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

OMB APPROVAL

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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 *
DONOVAN TIMOTHY R

(Last) (First) (Middle)

C/O REPUBLIC SERVICES, INC., 18500 N. ALLIED WAY

(Street)

PHOENIX, AZ 85054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REPUBLIC SERVICES INC [RSG]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2008

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) _X_ Other (specify below)
Executive Vice President / General Counsel and Corp. Sec.

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)
Common Stock, \$.01 par value	12/05/2008		A	2,636	A 2,636	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)

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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
Employee Stock Option (right to buy)	\$ 27.58	12/05/2008		A	67,500	12/05/2008 04/11/2017	Common Stock	67,500
Employee Stock Option (right to buy)	\$ 25.51	12/05/2008		A	45,000	12/05/2008 12/11/2017	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONOVAN TIMOTHY R C/O REPUBLIC SERVICES, INC. 18500 N. ALLIED WAY PHOENIX, AZ 85054			Executive Vice President	General Counsel and Corp. Sec.

Signatures

/s/ Jo Lynn White, Attorney-in-Fact 12/09/2008
 **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) Acquired in exchange for 5,858 shares of Allied Waste Industries, Inc. ("Allied") common stock in connection with the merger of Allied with and into a wholly owned subsidiary of the Issuer (the "Merger"). At the effective time of the Merger, the market price of Allied common stock was \$10.10 per share and the market price of the Issuer common stock was \$22.60 per share.
- (2) Acquired in the Merger in exchange for an employee stock option to acquire 150,000 shares of Allied common stock for \$12.41 per share.
- (3) Acquired in the Merger in exchange for an employee stock option to acquire 100,000 shares of Allied common stock for \$11.48 per share.

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.