

SCHMITT DAVID L

Form 4

February 22, 2019

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHMITT DAVID L

2. Issuer Name **and** Ticker or Trading  
Symbol  
CASELLA WASTE SYSTEMS INC  
[CWST]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O CASELLA WASTE  
SYSTEMS, INC., 25 GREENS  
HILL LANE

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/20/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
General Counsel & Senior VP

(Street)  
RUTLAND, VT 05701

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/20/2019		A	(A) or (D) 21,606 (1)	\$ 0	63,612	D
Class A Common Stock	02/21/2019		S(2)	6,906	\$ 34,5998 (3)	56,706	D

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.48	02/20/2019		A	8,988	02/20/2019 11/16/2026	Class A Common Stock 8,988

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

SCHMITT DAVID L  
C/O CASELLA WASTE SYSTEMS, INC.  
25 GREENS HILL LANE  
RUTLAND, VT 05701

General Counsel & Senior VP

## Signatures

/s/David L.  
Schmitt

02/22/2019

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).

Represents shares of Class A Common Stock acquired by the reporting person upon the vesting of performance-based stock units ("PSU's") granted to the reporting person on November 17, 2016, as a result of the level of achievement by Casella Waste Systems, Inc.

(1) (the "Company") of certain performance objectives during the third year ("Measurement Period") of the three-year performance period running from January 1, 2016 to December 31, 2018, multiplied by a Relative TSR multiplier for the period running from January 1, 2016 to December 31, 2018.

(2) Represents the automatic sale of stock for tax withholding purposes pursuant to a Rule 10b5-1 trading plan adapted by the person on March 15, 2016, in connection with the vesting of PSU's on February 20, 2019.

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Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$34.40 to \$34.75, inclusive.

- (3) Upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

On November 17, 2016, the reporting person was granted a performance-based stock option, which vested as to 35,952 shares of Class A Common Stock, as a result of the level of achievement by the Company of certain performance objectives during the Measurement Period of the three-year performance period running from January 1, 2016 to December 31, 2018, multiplied by a Relative TSR multiplier for the period running from January 1, 2016 to December 31, 2018.

- (4)

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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