

ALUTTO CHARLES A

Form 4

March 06, 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 *
ALUTTO CHARLES A

(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)
03/04/2019

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)

President & CEO

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)
Common Stock	03/04/2019		M	1,928 A	11,728	D	
Common Stock ⁽²⁾	03/04/2019		F	565 D	\$ 11,163 50.13	D	
Common Stock	03/04/2019		M	2,741 A	13,904	D	
Common Stock ⁽³⁾	03/04/2019		F	804 D	\$ 13,100 50.13	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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Performance-based Restricted Stock Units	\$ 0 ⁽¹⁾	03/04/2019		M	1,928	⁽⁴⁾ ⁽⁴⁾	Common Stock	1,928
Performance-based Restricted Stock Units	\$ 0 ⁽¹⁾	03/04/2019		M	2,741	⁽⁵⁾ ⁽⁵⁾	Common Stock	2,741

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALUTTO CHARLES A 28161 N. KEITH DRIVE LAKE FOREST, IL 60045	X		President & CEO	

Signatures

/s/ Charles Alutto 03/06/2019

**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) The vesting of these performance-based restricted stock units ("PRSU") is dependent upon the achievement by Stericycle, Inc. of certain financial performance criteria. Subject to continued employment through the applicable vesting date and to accelerated vesting in certain circumstances, one-third (1/3) of the target number of PRSUs is scheduled to vest annually on each anniversary of the grant date following each of the 2018, 2019, 2020 and 2021 annual performance periods. Each year, the number of units that actually vest will be

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0% to 100% of the scheduled amount, depending on the extent to which Stericycle, Inc. meets certain financial performance goals.

- (2) No shares were sold. 565 shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements on vesting of PSUs.
- (3) No shares were sold. 804 shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements on vesting of PSUs.
- (4) This award was granted on February 16, 2017 for 13,455 shares. 1,928 shares vested on February 16, 2019. All unvested PSUs are subject to continued employment through the applicable vesting date.
- (5) This award was granted on March 1, 2018 for 19,127 shares. 2,741 shares vested on March 1, 2019. All unvested PSUs 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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