

KOGLER RICHARD T
Form 4
November 30, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
KOGLER RICHARD T

2. Issuer Name and Ticker or Trading Symbol
STERICYCLE INC [SRCL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
28161 N. KEITH DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
COO

LAKE FOREST, IL 60045

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/29/2005		M		2,544 A \$ 15.203	8,317	D
Common Stock	11/29/2005		S		2,544 D \$ 61.0151	5,773	D
Common Stock	11/29/2005		M		1,823 A \$ 27.37	7,596	D
Common Stock	11/29/2005		S		1,823 D \$ 61.0151	5,773	D
Common Stock	11/29/2005		M		1,788 A \$ 35.05	7,561	D

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Common Stock	11/29/2005	S	1,788	D	\$ 61.015	5,773	D
Common Stock	11/29/2005	M	6,400	A	\$ 44.22	12,173	D
Common Stock	11/29/2005	S	6,400	D	\$ 61.0151	5,773	D
Common Stock	11/29/2005	M	3,685	A	\$ 44.22	9,458	D
Common Stock	11/29/2005	S	3,685	D	\$ 61.015	5,773	D

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 13.685	11/29/2005		M	1,823	<u>(1)</u> 02/05/2012	Common Stock	1,823	
Non-Qualified Stock Option (right to buy)	\$ 15.203	11/29/2005		M	2,544	<u>(1)</u> 02/06/2011	Common Stock	2,544	
Non-Qualified Stock Option (right to buy)	\$ 35.05	11/29/2005		M	1,788	<u>(1)</u> 01/16/2013	Common Stock	1,788	
Non-Qualified Stock Option (right to buy)	\$ 44.22	11/29/2005		M	6,400	<u>(1)</u> 02/02/2014	Common Stock	6,400	
Non-Qualified Stock Option	\$ 44.22	11/29/2005		M	3,685	02/02/2004 02/02/2014	Common Stock	3,685	

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOGLER RICHARD T 28161 N. KEITH DRIVE LAKE FOREST, IL 60045			COO	

Signatures

Richard T
Kogler

11/30/2005

**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) 20% vests after one year; balance vests over next 4 years in monthly installments

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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