

Hughes Jeffrey A
 Form 4
 July 18, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Hughes Jeffrey A

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 18500 NORTH ALLIED WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP- Human Resources

PHOENIX, AZ 85054
 (City) (State) (Zip)

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 5) | | | | | | |
|------------------------------|------------------------------------|------------------|------------|---|------------|-----|---------------------|--------------------|-----------------|--|------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 6) |
| Restricted Stock Units | (1) | 07/16/2012 | A | | 61 | | (2) | (2) | Common Stock | 61 | \$ 26. |
| Stock Units | (3) | 07/16/2012 | A | | 257 | | (3) | (3) | Common Stock | 257 | \$ 26. |
| Stock Units | (4) | 07/16/2012 | A | | 50 | | (4) | (4) | Common Stock | 50 | \$ 26. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hughes Jeffrey A 18500 NORTH ALLIED WAY PHOENIX, AZ 85054 | | | EVP- Human Resources | |

Signatures

/s/ Eileen B. Schuler
Attorney-in-Fact

07/18/2012

Date

**Signature of Reporting Person

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) Based on 1 on 1 conversion.
- (2) Reflects dividends paid on the Restricted Stock Units awarded per the Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan. Mr. Hughes' Restricted Stock Units are held under the Company's Deferred Compensation Plan.
Mr. Hughes holds these stock units under the Republic Services Stock Unit Fund pursuant to his election under the Company's Deferred
- (3) Compensaiton Plan. These stock units are settled through the issuance of shares of the Company's common stock (one on one conversion) and receive dividend equivalents, in the form of additional stock units, each time a dividend is paid on the Company's common stock.
Mr. Hughes holds these stock units under the Republic Services Stock Investment Fund ("Investment Fund") pursuant to his election under the Company's Deferred Compensation Plan. The Investment Fund is a measurement fund under which units are equal in value to
- (4) shares of the Company's common stock and are settled in cash and receive dividend equivalents, in the form of additional stock units, each time a dividend is paid on the Company's common stock. Corrected amount of units in the Investment Fund prior to the dividend was 6,146 units.

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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