

CASELLA JOHN W
Form 4/A
March 14, 2019

FORM 4

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

OMB APPROVAL

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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 *
CASELLA JOHN W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

(Street)
RUTLAND, VT 05701

4. If Amendment, Date Original Filed(Month/Day/Year)
03/04/2019

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)
				(A) or (D)	Price		
Class A Common Stock	03/01/2019		S ⁽²⁾	4,325	D	\$ 35.2884 ⁽³⁾	414,148 ⁽⁶⁾ D
Class A Common Stock	03/04/2019		S ⁽⁴⁾	8,174	D	\$ 34.9866 ⁽⁵⁾	405,974 ⁽⁶⁾ D
Class B Common Stock							494,100 D

Class A Common Stock	694	I	See Footnote (1)
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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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASELLA JOHN W C/O CASELLA WASTE SYSTEMS 25 GREENS HILL LANE RUTLAND, VT 05701	X		Chief Executive Officer	

Signatures

/s/ John W. Casella 03/14/2019

**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) Held by Mr. Casella's spouse. Mr. Casella disclaims beneficial ownership of the securities indicated to the extent to which he does not have an actual pecuniary interest in such securities.

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- (2) Represents the automatic sale of shares of stock for tax withholding purposes pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2016, in connection with the vesting of RSUs on February 28, 2019.
- Represents the weighted average sales price for shares sold in multiple transactions, ranging from \$35.25 to \$35.36. Upon request of the
- (3) 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.
- (4) Represents the automatic sale of shares of stock for tax withholding purposes pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2016, in connection with the vesting of RSUs on March 1, 2019.
- Represents the weighted average sales price for shares sold in multiple transactions, ranging from \$34.40 to \$35.55. Upon request of the
- (5) 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.

This amendment is being filed solely to correct the number of shares of Class A Common Stock directly beneficially owned. The Form 4 filed by the Reporting Person on March 1, 2019 (the "Original Form 4") incorrectly stated the number of shares of Class A Common

- (6) Stock directly beneficially owned in Table I, column 5. The number of shares of Class A Common Stock directly beneficially owned as shown in Table I, column 5 of this amendment represents the correct number of shares of Class A common stock directly beneficially owned by the Reporting Person following the transaction previously reported in the Original Form 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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