

STERICYCLE INC
Form 4
May 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
MILLER MARK C

(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)
05/03/2010

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)
Chairman, 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/03/2010		M		71,000	A	\$ 17.525 1,354,062	D
Common Stock	05/03/2010		F		39,339	D	\$ 58.61 1,314,723	D
Common Stock	05/03/2010		M		133,812	A	\$ 22.11 1,448,535	D
Common Stock	05/03/2010		F		83,354	D	\$ 58.61 1,365,181	D
Common Stock	05/03/2010		M		23,586	A	\$ 22.11 1,388,767	D

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Common Stock	05/03/2010	F	14,692	D	\$ 58.61	1,374,075	D	
Common Stock	05/03/2010	M	4,782	A	\$ 22.9	1,378,857	D	
Common Stock	05/03/2010	F	3,018	D	\$ 58.61	1,375,839	D	
Common Stock	05/03/2010	M	6,188	A	\$ 22.11	1,382,027	D	
Common Stock	05/03/2010	M	4,366	A	\$ 22.9	1,386,393	D	
Common Stock	05/03/2010	F	4,040	D	\$ 58.61	1,382,353	D	
Common Stock	05/03/2010	S	50,000	D	\$ 58.6803	1,332,353	D	
Common Stock	05/03/2010	S	100,000	D	\$ 58.8887	1,232,353	D	
Common Stock						190,000	I	by LLC

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	
Incentive Stock Option (right to buy)	\$ 22.11	05/03/2010		M		6,188	(1)	02/02/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 22.9	05/03/2010		M		4,366	(2)	02/15/2015	Common Stock
Non-Qualified Stock Option	\$ 17.525	05/03/2010		M		71,000		01/13/2003 01/16/2013	Common Stock

(right to buy)								
Non-Qualified Stock Option (right to buy)	\$ 22.11	05/03/2010	M	133,812	<u>(1)</u>	02/02/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 22.11	05/03/2010	M	23,586	02/02/2004	02/02/2014	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 22.9	05/03/2010	M	4,782	02/15/2005	02/15/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER MARK C 28161 N. KEITH DRIVE LAKE FOREST, IL 60045			Chairman, President & CEO	

Signatures

Mark C. Miller	05/05/2010
<u> </u> 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
- (2) The option vests in five equal annual installments on the anniversary of the grant 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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