

STERICYCLE INC  
Form 3  
February 21, 2017

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |   |   |   |  |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Abdulmassih Ruth-Ellen</p> <p>(Last) (First) (Middle)</p> <p>28161 N. KEITH DRIVE</p> <p>(Street)</p> <p>LAKE FOREST, Â IL Â 60045</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/16/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>STERICYCLE INC [SRCL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 1,071  | D   | Â  |
| Common Stock                       | 79   | I   | by Daughter  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|   | Date Exercisable | Expiration Date           | Title        | Amount or Number of Shares | Security   | Direct (D) or Indirect (I) (Instr. 5) |   |
|---|------------------|---------------------------|--------------|----------------------------|------------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | 03/01/2010       | 03/01/2020                | Common Stock | 554                        | \$ 55.57   | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 02/08/2021                | Common Stock | 8,700                      | \$ 85      | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 04/11/2022                | Common Stock | 2,000                      | \$ 85.57   | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 02/13/2022                | Common Stock | 8,700                      | \$ 86.24   | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | 02/28/2012       | 02/28/2022                | Common Stock | 711                        | \$ 86.89   | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 02/20/2023                | Common Stock | 9,700                      | \$ 95.87   | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | 03/07/2013       | 03/07/2023                | Common Stock | 756                        | \$ 97.36   | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 02/05/2024                | Common Stock | 10,541                     | \$ 111.12  | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 04/22/2022                | Common Stock | 2,500                      | \$ 111.63  | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 02/11/2022                | Common Stock | 8,000                      | \$ 115.69  | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | 03/11/2016       | 03/11/2026                | Common Stock | 1,021                      | \$ 116.01  | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 02/06/2023                | Common Stock | 12,000                     | \$ 130.19  | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | 03/05/2015       | 03/05/2025                | Common Stock | 1,192                      | \$ 136.285 | D                                     | Â |
| Restricted Stock Units                    | Â <u>(2)</u>     | 02/05/2021 <sup>(2)</sup> | Common Stock | 702                        | \$ 0       | D                                     | Â |
| Restricted Stock Units                    | Â <u>(3)</u>     | 08/12/2021 <sup>(3)</sup> | Common Stock | 750                        | \$ 0       | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Abdulmassih Ruth-Ellen<br>28161 N. KEITH DRIVE<br>LAKE FOREST, IL 60045 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

/s/ Ruth E  
Abdulmassih

02/21/2017

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 option vests in five equal annual installments on the anniversary of the grant date.
- (2) This RSU grant date is 02/05/2016 which will vest in 20% annual installments on each of the first five anniversaries of the grant date.
- (3) This RSU grant date is 08/12/2016 which will vest in 20% annual installments on each of the first five anniversaries 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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