

Ginnetti Daniel  
Form 4  
March 06, 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 \*  
Ginnetti Daniel

(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)  
03/04/2019

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)  
Chief Financial Officer

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)  | Price   |  |                                   |   |
| Common Stock                    | 03/04/2019                           |  | M                              | 716   | A   | 11   | 9,429                             | D |
| Common Stock <sup>(2)</sup>     | 03/04/2019                           |  | F                              | 210   | D   | \$ 50.13   | 9,219                             | D |
| Common Stock                    | 03/04/2019                           |  | M                              | 1,025   | A   | 11   | 10,244                            | D |
| Common Stock <sup>(3)</sup>     | 03/04/2019                           |  | F                              | 301   | D   | \$ 50.13   | 9,943                             | D |

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Performance-based Restricted Stock Units   | \$ 0 <sup>(1)</sup>                                    | 03/04/2019                           |  | M                              | 716  | <sup>(4)</sup> / <sup>(4)</sup>                          | Common Stock  | 716                        |
| Performance-based Restricted Stock Units   | \$ 0 <sup>(1)</sup>                                    | 03/04/2019                           |  | M                              | 1,025  | <sup>(5)</sup> / <sup>(5)</sup>                          | Common Stock  | 1,025                      |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Ginnetti Daniel<br>28161 N. KEITH DRIVE<br>LAKE FOREST, IL 60045 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Daniel V. Ginnetti                      03/06/2019

\*\*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) The vesting of these performance-based restricted stock units ("PRSU") is dependent upon the achievement by Stericycle, Inc. of certain financial performance criteria. Subject to continued employment through the applicable vesting date and to accelerated vesting in certain circumstances, one-third (1/3) of the target number of PRSUs is scheduled to vest annually on each anniversary of the grant date following each of the 2018, 2019, 2020 and 2021 annual performance periods. Each year, the number of units that actually vest will be

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0% to 100% of the scheduled amount, depending on the extent to which Stericycle, Inc. meets certain financial performance goals.

- (2) No shares were sold. 210 shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements on vesting of PSUs.
- (3) No shares were sold. 301 shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements on vesting of PSUs.
- (4) This award was granted on February 16, 2017 for 4,998 shares. 716 shares vested on February 16, 2019. All unvested PSUs are subject to continued employment through the applicable vesting date.
- (5) This award was granted on March 1, 2018 for 7,151 shares. 1,025 shares vested on March 1, 2019. All unvested PSUs are subject to continued employment through the applicable vesting 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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