

CASELLA WASTE SYSTEMS INC  
 Form 4  
 December 17, 2013

**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

(Last) (First) (Middle)

C/O CASELLA WASTE SYSTEMS, 25 GREENS HILL LANE

(Street)

RUTLAND, VT 05701

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 12/13/2013

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 Executive 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Class A Common Stock            | 12/13/2013                           |  | S                              |   | 17,400<br>(3)   | D  | \$ 5.5828 286,472 D                                   |
| Class A Common Stock            | 12/16/2013                           |  | S                              |   | 3,112<br>(3)  | D  | \$ 5.5352 283,360 D                                   |
| Class A Common Stock            | 12/16/2013                           |  | S                              |   | 29,532<br>(3)   | D  | \$ 5.5316 253,828 D                                   |

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|                            |            |   |                     |   |              |         |   |                               |
|----------------------------|------------|---|---------------------|---|--------------|---------|---|-------------------------------|
| Class A<br>Common<br>Stock | 12/17/2013 | S | 2,968<br><u>(3)</u> | D | \$<br>5.4891 | 250,860 | D |                               |
| Class B<br>Common<br>Stock |            |   |                     |   |              | 494,100 | D |                               |
| Class A<br>Common<br>Stock |            |   |                     |   |              | 91,246  | I | See<br>Footnote<br><u>(2)</u> |
| Class A<br>Common<br>Stock |            |   |                     |   |              | 694     | I | See<br>Footnote<br><u>(1)</u> |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |        |                                     |
|---|--|---|---|--------------------------------------|--|--|---|--------|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title  | Amount<br>or<br>Number<br>of Shares |
| Incentive<br>Stock<br>Option<br>(Right to<br>Buy)   | \$ 5.54  | 12/13/2013                              |   | A                                    | 54,874   | 12/13/2016 12/12/2023  | Class A<br>Common<br>Stock  | 54,874 |                                     |

## Reporting Owners

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

## Signatures

/s/ Shelley S. Field, Attorney in Fact for John W.  
Casella

12/17/2013

\_\_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.
- (2) Held in trust for the benefit of Mr. Casella's children. 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.
- (3) This Class A Common Stock was sold by Mr. Casella for education loan repayment and tax management purposes.

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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