

CASELLA WASTE SYSTEMS INC

Form 4/A

August 12, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
CRETNEY TIMOTHY A

(Last) (First) (Middle)

C/O CASELLA WASTE
SYSTEMS, INC., 25 GREENS
HILL LANE

(Street)

RUTLAND, VT 05701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolCASELLA WASTE SYSTEMS INC
[CWST]3. Date of Earliest Transaction
(Month/Day/Year)
06/11/20094. If Amendment, Date Original
Filed(Month/Day/Year)
07/06/20095. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Regional Vice President

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	(D)	Price

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	<u>(1)</u>	06/11/2009		A	21,993 <u>(2)</u>	<u>(2)</u> <u>(3)</u>	Class A Common Stock	21,993

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CRETNEY TIMOTHY A
C/O CASELLA WASTE SYSTEMS, INC.
25 GREENS HILL LANE
RUTLAND, VT 05701

Regional Vice President

Signatures

/s/ Timothy A.
Cretney

07/31/2009

**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) Represents the award of Restricted Stock Units ("RSUs") under the Casella Waste Systems, Inc. ("Casella") 2006 Stock Incentive Plan. Each RSU represents a contingent right to receive one share of Casella's Class A Common Stock.

(2) RSUs reported on this Form 4 shall vest in three equal annual installments beginning on the first anniversary of the Grant Date. The grant to the Reporting Person reported on this Form 4 also includes RSUs that vest upon achievement by Casella of specified performance measures. These RSUs will be reported upon vesting pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.

(3) Upon vesting, the Reporting Person is entitled to receive one share of Casella's Class A Common Stock per vested Restricted Stock Unit.

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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