Brown Thomas D Form 4 May 23, 2012

## FORM 4

## OMB APPROVAL

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box

OMB Number: 3235-0287 January 31,

if no longer subject to Section 16. Form 4 or Expires: January 31, 2005
Estimated average

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

burden hours per response... 0.5

Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*\*
Brown Thomas D

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

STERICYCLE INC [SRCL]

(Check all applicable)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 05/22/2012

\_X\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify below) below)

28161 N. KEITH DRIVE

4. If Amendment, Date Original

 Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ 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

LAKE FOREST, IL 60045

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date 2A.

2. Transaction Date 2A. Deemed 3. 4. Securities

(Month/Day/Year) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D)

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: Direct Indirect
Beneficially (D) or Indirect Beneficial
Owned (I) Ownership
Following (Instr. 4) (Instr. 4)

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)

1. Title of	2	3. Transaction Date	2 A Doomad	4	5 Number	6. Date Exercisable and	7. Title and Amour
1. The of	۷.	5. Transaction Date	JA. Deemed	4.	J. INUITIDEI	o. Date Exercisable allu	7. The and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr 3)	Price of		(Month/Day/Year)	(Instr 8)	Acquired		

#### Edgar Filing: Brown Thomas D - Form 4

Derivative (A) or Security Disposed of (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title

Exercisable Date

Amo

5,9

or Num of Shar

Non-Qualified

Common 05/22/2013 05/22/2022 **Stock Option** \$83.95 05/22/2012 Α 5,960 Stock

(right to buy)

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Brown Thomas D

28161 N. KEITH DRIVE X

LAKE FOREST, IL 60045

## **Signatures**

Thomas D 05/23/2012 Brown

\*\*Signature of Date Reporting Person

### **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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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