Hoffman Richard J Form 4 April 09, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Hoffman Richard J

2. Issuer Name and Ticker or Trading Symbol

Issuer

STERICYCLE INC [SRCL]

(Check all applicable)

(Last)

(City)

(Instr. 3)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

03/01/2018

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below) SVP & Chief Accounting Officer

28161 N. KEITH DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045

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

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Ar Underlying Se (Instr. 3 and 4)

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	of			
				Code V	(A)	(D) Date Exercise	able	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 62.04	03/01/2018(1)		A	5,238	(2	<u>)</u>	03/01/2026	Common Stock
Performance-based Restricted Stock Units	\$ 0 (3)	03/01/2018(1)		A	7,857	<u>(4</u>	<u>)</u>	<u>(4)</u>	Common Stock
Restricted Stock Units	\$ 0 (3)	03/01/2018(1)		A	3,928	(5	<u>)</u>	<u>(5)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Hoffman Richard J 28161 N. KEITH DRIVE LAKE FOREST, IL 60045

SVP & Chief Accounting Officer

Signatures

/s/ Richard Joseph
Hoffman
04/09/2018

**Signature of Reporting Date
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).
- (1) Grant was inadvertently not reported previously due to an administrative error by the Issuer.
- (2) The option vests in 20% annual installments on each of the first five anniversaries of the grant date.
- (3) Each restricted stock unit (RSU) represents the right to receive, at settlement, one share of common stock.
 - 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
- (4) circumstances, one-fourth (1/4) 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 0% to 100% of the scheduled amount, depending on the extent to which Stericycle,Inc. meets certain financial performance goals.
- (5) The RSUs vest in 20% annual installments on each of the first five anniversaries of the grant date. All unvested RSUs 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.

Reporting Owners 2

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