

STERICYCLE INC  
Form 4  
May 11, 2007

**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 \*  
**WILKERSON L JOHN**

(Last) (First) (Middle)

C/O GALEN PARTNERS, 680  
WASHINGTON BOULEVARD,  
11TH FLOOR

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**STERICYCLE INC [SRCL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/07/2007

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)

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 (A) or (D) Price   |   |  |   |
| Common Stock                    | 05/07/2007                           |  | S                              | 18,404 D \$ 86.45   | 0   | D  |   |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy)               | \$ 11.25   | 05/07/2007                           |  | M                              | 1,000   | 05/11/2001 05/10/2010                                    | Common Stock  | 1,000                         |
| Stock Options (right to buy)               | \$ 22.51   | 05/07/2007                           |  | M                              | 8,637   | 05/15/2002 05/15/2011                                    | Common Stock  | 8,637                         |
| Stock Options (right to buy)               | \$ 36.48   | 05/07/2007                           |  | M                              | 2,481   | 05/15/2003 05/15/2012                                    | Common Stock  | 2,481                         |
| Stock Options (right to buy)               | \$ 41  | 05/07/2007                           |  | M                              | 1,937   | 05/06/2004 05/06/2013                                    | Common Stock  | 1,937                         |
| Stock Options (right to buy)               | \$ 47.07   | 05/07/2007                           |  | M                              | 1,454   | 05/11/2005 05/11/2014                                    | Common Stock  | 1,454                         |
| Stock Options (right to buy)               | \$ 48.01   | 05/07/2007                           |  | M                              | 1,604   | 04/27/2006 04/27/2015                                    | Common Stock  | 1,604                         |
| Stock Options (right to buy)               | \$ 65.75   | 05/07/2007                           |  | M                              | 1,291   | 05/03/2007 05/03/2016                                    | Common Stock  | 1,291                         |

## Reporting Owners

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

WILKERSON L JOHN  
C/O GALEN PARTNERS  
680 WASHINGTON BOULEVARD, 11TH FLOOR  
STAMFORD, CT 06901

X

## Signatures

/s/ L. John  
Wilkerson

05/09/2007

\_\_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).

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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