

STERICYCLE INC
Form 4
February 13, 2014

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 *
TEN BRINK FRANK JM

(Last) (First) (Middle)
28161 N. KEITH DRIVE
(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2014

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)
EVP & CFO

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		
Common Stock	02/11/2014		M		3,027 A \$ 46.83	28,380	D
Common Stock	02/11/2014		S		3,027 D \$ 116.0755	25,353	D
Common Stock	02/12/2014		M		737 A \$ 53.15	26,090	D
Common Stock	02/12/2014		S		737 D \$ 116.0202	25,353	D
Common Stock	02/12/2014		M		6,438 A \$ 46.83	31,791	D

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Common Stock	02/12/2014	S	6,438	D	\$ 116.0202	25,353	D	
Common Stock						80	I	by Spouse

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)	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 115.69	02/11/2014		A	864	02/11/2019 02/11/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 46.83	02/11/2014		M	3,027	(1) 02/10/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 46.83	02/12/2014		M	6,438	(1) 02/10/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 53.15	02/12/2014		M	737	(1) 02/15/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 115.69	02/11/2014		A	55,136	(1) 02/11/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 115.69	02/11/2014		A	1,323	02/11/2014 02/11/2024	Common Stock

Reporting Owners

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

TEN BRINK FRANK JM
28161 N. KEITH DRIVE
LAKE FOREST, IL 60045

EVP & CFO

Signatures

Frank J. M. ten
Brinknull

02/13/2014

 **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) The option vests in five equal annual installments on the anniversary of the grant date.

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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