

TEN BRINK FRANK JM

Form 4

August 02, 2005

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TEN BRINK FRANK JM

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

28161 N. KEITH DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2005

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
CFO

(Street)

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

(City) (State) (Zip)

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	07/29/2005		M		1,763	A \$ 10.125	31,468 D
Common Stock	07/29/2005		S		1,763	D \$ 57.8944	29,705 D
Common Stock	07/29/2005		M		1,575	A \$ 15.203	31,280 D
Common Stock	07/29/2005		S		1,575	D \$ 57.8944	29,705 D
Common Stock	07/29/2005		M		2,804	A \$ 27.37	32,509 D

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Common Stock	07/29/2005	S	2,804	D	\$ 57.8944	29,705	D
Common Stock	07/29/2005	S	8,000	D	\$ 57.8944	21,705	D

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

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 10.125	07/29/2005		M		1,763		<u>(1)</u>	05/31/2010	Common Stock	1,763
Non-Qualified Stock Option (right to buy)	\$ 13.685	07/29/2005		M		2,804		<u>(2)</u>	02/05/2012	Common Stock	2,804
Non-Qualified Stock Option (right to buy)	\$ 15.203	07/29/2005		M		1,575		<u>(1)</u>	02/06/2011	Common Stock	1,575

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TEN BRINK FRANK JM 28161 N. KEITH DRIVE LAKE FOREST, IL 60045	CFO

Signatures

Frank J. M. ten
Brink

08/02/2005

__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) 20% vests after one year; balance vests over next 4 years in monthly installments
- (2) Immediately vested

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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