

STERICYCLE INC
Form 4
December 24, 2013

FORM 4

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

OMB APPROVAL

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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 *
SCHULER JACK W

(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)
12/20/2013

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)
				(A) or (D)	Price		
Common Stock	12/20/2013		M	9,433 A	\$ 56.7	717,500	D
Common Stock	12/20/2013		F	4,704 D	\$ 113.69	712,796	D
Common Stock	12/20/2013		M	7,033 A	\$ 49.76	719,829	D
Common Stock	12/20/2013		F	3,079 D	\$ 113.69	716,750	D
Common Stock	12/20/2013		M	7,105 A	\$ 58.82	723,855	D
	12/20/2013		F	3,676 D		720,179	D

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Common Stock					\$	113.69		
Common Stock	12/20/2013 ⁽¹⁾	S	3,226	D	\$ 96.4	362,173	I	Continuation Trust
Common Stock ⁽²⁾	12/20/2013 ⁽¹⁾	S	3,226	D	\$ 96.4	147,967	I	by LLC
Common Stock						10	I	Descendants Trust
Common Stock						27,110	I	Grandchildrens Trust ⁽³⁾
Common Stock						29,340	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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 49.76	12/20/2013		M	7,033	05/28/2010 05/28/2019	Common Stock	7,033	
Non-Qualified Stock Option (right to buy)	\$ 56.7	12/20/2013		M	9,433	05/25/2011 05/25/2020	Common Stock	9,433	
Non-Qualified Stock Option (right to buy)	\$ 58.82	12/20/2013		M	7,105	05/29/2009 05/29/2018	Common Stock	7,105	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULER JACK W 28161 N. KEITH DRIVE LAKE FOREST, IL 60045		X		

Signatures

Jack W. Schuler 12/24/2013

__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).
- (1) Actual date of transaction is 2/13/13
- (2) This footnote would normally be included on column 5: indirect ownership by Spouse 22,820; by Trusts 47,616
- (3) The reporting person disclaims any beneficial interest in these shares.

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.