

Guice Robert
Form 3
September 07, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Guice Robert | | (Month/Day/Year) | STERICYCLE INC [SRCL] | |
| (Last) | (First) | 09/01/2017 | | |
| 28161 N. KEITH DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| LAKE FOREST,Â ILÂ 60045 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President, Intl | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 137 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|---------------|--------------|--------|-----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/16/2025 | Common Stock | 3,749 | \$ 83.35 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 02/05/2024 | Common Stock | 6,487 | \$ 111.12 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 11/02/2023 | Common Stock | 5,000 | \$ 124.32 | D | Â |
| Restricted Stock Units | Â (4) | 06/01/2019(4) | Common Stock | 1,000 | \$ 0 | D | Â |
| Restricted Stock Units | Â (5) | 02/05/2021(5) | Common Stock | 1,211 | \$ 0 | D | Â |
| Restricted Stock Units | Â (6) | 02/16/2022(6) | Common Stock | 2,249 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Guice Robert 28161 N. KEITH DRIVE LAKE FOREST, IL 60045 | Â | Â | Â Executive Vice President, Intl | Â |

Signatures

/s/ Robert Guice 09/07/2017

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 stock option, granted on 2/16/2017, vests in five equal installments on each of the first five anniversaries of the grant date.
- (2) The stock option, granted on 2/5/2016, vests in five equal installments on each of the first five anniversaries of the grant date.
- (3) The stock option, granted on 11/2/2015, vests in five equal installments on each of the first five anniversaries of the grant date.
- (4) These RSUs were granted on 6/1/2016 and will vest 100% on 6/1/2019, the third anniversary of the grant date.
- (5) These RSUs were granted on 2/5/2016 and will vest in 20% annual installments on the next four anniversaries of the grant date.
- (6) These RSUs were granted on 2/16/2017 and will vest in 20% annual installments on each of the first five anniversaries 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. 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.