

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SCHMITT DAVID L</u>  (Last) (First) (Middle) <u>C/O CASELLA WASTE SYSTEMS, INC.</u> <u>25 GREENS HILL LANE</u>  (Street) <u>RUTLAND VT 05701</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CASELLA WASTE SYSTEMS INC [</u> <u>CWST ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel &amp; Senior VP</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Class A Common Stock	03/03/2020		s <sup>(1)</sup>		2,014	D	\$49.632 <sup>(2)</sup>	30,223	D	
Class A Common Stock	03/03/2020		s <sup>(1)</sup>		69	D	\$48.826 <sup>(3)</sup>	30,154	D	
Class A Common Stock	03/03/2020		s <sup>(4)</sup>		712	D	\$49.14 <sup>(5)</sup>	29,442	D	
Class A Common Stock	03/04/2020		s		8,500	D	\$50.671 <sup>(6)</sup>	20,942	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Represents the automatic sale of stock for tax withholding purposes pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2017, in connection with the vesting of performance-based stock units on February 27, 2020.
2. Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$49.05 to \$49.90, inclusive. Upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
3. Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$48.75 to \$48.90, inclusive. Upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
4. Represents the automatic sale of stock for tax withholding purposes pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 17, 2017, in connection with the vesting of restricted stock units on February 28, 2020.
5. Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$49.00 to \$49.50, inclusive. Upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
6. Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$50.00 to \$51.07, inclusive. Upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

/s/David L. Schmitt 03/05/2020

\*\* Signature of Reporting Person Date

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

\* 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.

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 Number.