

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Heald Christopher</u> <hr/> (Last) (First) (Middle) 25 GREENS HILL LANE <hr/> (Street) RUTLAND VT 05701 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CASELLA WASTE SYSTEMS INC [ 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>VP &amp; Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2022</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	02/22/2022		A		10,330 <sup>(1)</sup>	A	\$0	48,710	D	
Class A Common Stock	02/24/2022		S <sup>(2)</sup>		3,080	D	\$70.3 <sup>(3)</sup>	45,630	D	
Class A Common Stock	02/24/2022		S <sup>(2)</sup>		163	D	\$71.08 <sup>(4)</sup>	45,467	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		(A)	(D)					

**Explanation of Responses:**

- Represents shares of Class A Common Stock acquired by the reporting person upon the vesting of performance-based stock units (PSUs) granted to the reporting person on April 1, 2019, as a result of the level of achievement by Casella Waste Systems, Inc. of certain performance objectives during the period running from January 1, 2021 through December 31, 2021, and a multiplier based on relative total shareholder return for the period running from January 1, 2019 to December 31, 2021.
- Represents shares of Class A Common Stock automatically sold by the reporting person to satisfy tax withholding obligations in connection with the vesting of PSUs granted to the reporting person on April 1, 2019. The automatic sale of the reporting person's shares of Class A Common Stock is provided for in a performance-based stock unit agreement constituting a "binding contract" consistent with the affirmative defense to liability under Rule 10b5-1 and the sale does not represent a discretionary trade by the reporting person.
- Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$70.00 to \$70.99, 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.
- Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$71.00 to \$71.39, 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/ Christopher Heald 02/24/2022

\*\* 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.

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