FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |  |  |

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

|   |   |   |  |          |  |  | . ,  |      |   |        | ' '   |   |  |                                 |   |  |   |  |                                       |  |  |
|---|---|---|--|----------|--|--|--|------|---|--------|---|---|--|---------------------------------|---|--|---|--|---------------------------------------|--|--|
| 1. Name an  |   | 2. Issuer Name and Ticker or Trading Symbol CASELLA WASTE SYSTEMS INC |  |          |  |  |  |      |   |        | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |  |                                 |   |  |   |  |                                       |  |  |
| CASELLA JOHN W                                      |   |   |  |          |  | CWST ]   |  |      |   |        |   |   |  | X                               | X Director  |  |   | 10% (  | Owner                                 |  |  |
| (Last)  | (Fii  | rst) (  | Middle)                                    |          | L  |  |  |      |   |        |   |   |  | X                               | Offic<br>below  | er (give title<br>w)   |   | Other<br>below   | (specify                              |  |  |
| C/O CAS   | ELLA WA   | STE SYSTEMS   | •  |          |  | 3. Date of Earliest Transaction (Month/Day/Year) |  |      |   |        |   |   |  | Chief Executive Office          |   |  |   | e Officer  |                                       |  |  |
| 25 GREENS HILL LANE                                 |   |   |  |          |  |  | 02/26/2019   |      |   |        |   |   |  |                                 |   |  |   |  |                                       |  |  |
| 20 GREENO HILL LAWE                                 |   |   |  |          |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |      |   |        |   |   |  |                                 |   | 6. Individual or Joint/Group Filing (Check Applicable  |   |  |                                       |  |  |
| (Street)  | JD V  | г (   | 05701                                      |          | 4. If Amendment, Date of Original Filed (Month/Day) feat) Line)  X Form filed by One R |  |  |      |   |        |   |   | •                                      |                                 |   |  |   |  |                                       |  |  |
| KUTLAN  | UTLAND VT 05701   |   |  |          |  |  |  |      |   |        |   |   |  |                                 | Form filed by More than One Reporting                             |  |   |  |                                       |  |  |
| (City)  | (St   | ate) (  | Zip)                                       |          |  | Person   |  |      |   |        |   |   |  |                                 |   |  |   |  |                                       |  |  |
|   |   | Tabl  | e I - No                                   | on-Deriv | ative  | Sec  | uritie   | s Ac | quired  | l, Di  | sposed o  | f, or E   | enefic                                 | cially                          | y Own   | ed   |   |  |                                       |  |  |
| Da  |   |   | 2. Transaction<br>Date<br>(Month/Day/Year) |          | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)                            |  | 3.<br>Transaction<br>Code (Instr.<br>8)                  |      | 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 and 5) |        |   | nd Securities Beneficially Owned Following  |  | es<br>ially<br>Following        | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) |  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |  |                                       |  |  |
|   |   |   |  |          |  |  |  | Code | v   | Amount | (A) o   | r Price   | е                                      | Reporte<br>Transac<br>(Instr. 3 | tion(s)   |  |   | (Instr. 4)   |                                       |  |  |
| Class A C   | lass A Common Stock 02/26/20  |   |  |          |  | 019  |  |      | S   |        | 41,345  | D   | \$34                                   | 1.99                            | 44  | 5,030  |   | D  |                                       |  |  |
| Class A C   | ommon Sto   | ock   |  | 02/27/   | 2019   |  |  |      | S   |        | 27,557  | D   | \$35                                   | 5.18                            | 418   | 3,473  | D D   |  |                                       |  |  |
| Class B C   | ommon Sto   | ock   |  |          |  |  |  |      |   |        |   |   |  | 494,100 D                       |   |  |   |  |                                       |  |  |
| Class A Common Stock                                |   |   |  |          |  |  |  |      |   |        |   |   |  | 694                             |   |  |   | See<br>Footnote <sup>(1)</sup>   |                                       |  |  |
|   |   | Та  | ıble II -                                  |          |  |  |  |      |   |        | osed of,<br>convertib   |   |  |                                 | Owned   |  |   |  |                                       |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year)                            | Execution if any                           |          |  | iction<br>Instr.                                 | n of   |      | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y                    |        | ite   | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>and 4) |  | De<br>Se<br>(In                 | Price of<br>erivative<br>ecurity<br>estr. 5)                      | 9. Number<br>derivative<br>Securities<br>Beneficiall<br>Owned<br>Following<br>Reported<br>Transactio<br>(Instr. 4) | у   | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|   |   |   |  |          | Code   | v  | (A) (D)  |      | Date<br>Exercisable   |        | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares |                                 |   |  |   |  |                                       |  |  |

## **Explanation of Responses:**

1. Held by Mr. Casella's spouse. Mr. Casella disclaims beneficial ownership of the securities indicated to the extent to which he does not have an actual pecuniary interest in such securities.

/s/ John W. Casella

02/27/2019

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.