

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>LARKIN PAUL</u>			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>President &amp; COO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/10/2011</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O CASELLA WASTE SYSTEMS, INC. 25 GREENS HILL LANE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	RUTLAND VT 05701							
(City)	(State)	(Zip)						

**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	06/10/2011		M <sup>(4)</sup>		12,872	A	\$0	31,388	D	
Class A Common Stock	06/11/2011		M <sup>(4)</sup>	V	17,130	A	\$0	48,518	D	
Class A Common Stock	07/07/2011		F		8,435 <sup>(5)</sup>	D	\$6.531	40,083	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)	Date Exercisable	Expiration Date					
Restricted Stock Unit	(1)	06/10/2011		M <sup>(4)</sup>		12,872		(2)	(2)	Class A Common Stock	\$0	25,744	D	
Restricted Stock Unit	(1)	06/11/2011		M <sup>(4)</sup>		17,130		(3)	(3)	Class A Common Stock	\$0	17,130	D	

**Explanation of Responses:**

- Represents the award of Restricted Stock Units ("RSUs") under the Casella Waste Systems, Inc. ("Casella") 2006 Stock Incentive Plan. Each RSU represents a contingent right to receive one share of Casella's Class A Common Stock.
- RSUs vest in three equal annual installments beginning on June 10, 2011. These RSUs are being reported upon the first vesting date pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.
- RSUs vest in three equal annual installments beginning on June 11, 2010. These RSUs are being reported upon the second vesting anniversary pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.
- Reflects the settlement of vested RSUs for shares of Class A Common Stock.
- Represents the sale of Class A Common Stock to cover income taxes associated with the vesting of the RSU Awards.

/s/ Shelley S. Rogers, Attorney 07/08/2011  
in Fact for Paul Larkin

\*\* 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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