Instruction 1(b).

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

| Washington,  | $D \subset$ | 20549 |  |
|--------------|-------------|-------|--|
| vasilligion, | D.C.        | 20349 |  |

| Check this box if no longer subject | STATE |
|-------------------------------------|-------|
| to Section 16. Form 4 or Form 5     |       |
| obligations may continue. See       |       |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden
hours per response: 0.5

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

| Name and Address of Reporting Person*     Johnson Edwin D |  |  |                |   | <u>C/</u>                     | 2. Issuer Name and Ticker or Trading Symbol CASELLA WASTE SYSTEMS INC [ CWST ] |   |   |          |   |                                      |                    |                              |  | (Check                             | all app<br>Direc  | ,   |           | wner   |  |
|---|--|--|----------------|---|-------------------------------|--|---|---|----------|---|--------------------------------------|--------------------|------------------------------|--|------------------------------------|---|---|-----------|--|--|
|   | (Last) (First) (Middle)<br>25 GREENS HILL LANE<br>C/O CASELLA WASTE SYSTEMS, INC.  |  |                |   |                               | 3. Date of Earliest Transaction (Month/Day/Year) 07/17/2020                    |   |   |          |   |                                      |                    |                              |  |                                    | X Office (give title School)  President & COO   |   |           |  |  |
| (Street) RUTLAI   | Street) RUTLAND VT 05701   |  |                |   |                               | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       |   |   |          |   |                                      |                    |                              |  | 6. Indiv<br>Line)<br>X             | vidual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person |   |           |  |  |
| (City)  | City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  |  |                |   |                               |  |   |   |          |   |                                      |                    |                              |  |                                    |   |   |           |  |  |
| 1. Title of Security (Instr. 3) 2. Trans                  |  |  | 2. Transaction | ear)  | 2A. Deemed<br>Execution Date, |  | e,  | 3.<br>Transaction<br>Code (Instr.<br>8) |          | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar |                                      |                    |                              | 5. Amount<br>Securities<br>Beneficial                            |                                    | unt of 6. O Formal Cially (D) Following Indi  |   | n: Direct | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)        |  |
|   |  |  |                |   |                               |  |   | Code                                    | v        | An  | nount                                | (A) or<br>(D)      | Price                        |  | Transaction(s)<br>(Instr. 3 and 4) |   | (   |           | (1130.4)   |  |
| Class A Common Stock                                      |  |  |                | 07/17/202                                     | 20                            |  |   |   |          |   | 1                                    | 10,000             | D                            | \$53.3347  |                                    | 192,466   |   |           | D  |  |
| Class A Common Stock                                      |  |  | 07/20/202      | .0  |                               |  |   | S <sup>(1)</sup>                        |          | 1   | 10,000                               | D                  | \$54.55                      | 505 <sup>(3)</sup>   | 182,466                            |   |   | D         |  |  |
| Class A Common Stock 0                                    |  |  | 07/21/202      | 20  |                               |  |   | S <sup>(1)</sup>                        |          | 1   | 10,000                               | D                  | \$54.25                      | 556 <sup>(4)</sup>   | 172,466                            |   |   | D         |  |  |
|   | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |                |   |                               |  |   |   |          |   |                                      |                    |                              |  |                                    |   |   |           |  |  |
| 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) | Exe<br>if ar   | Deemed<br>cution Date,<br>ny<br>nth/Day/Year) |                               | saction<br>e (Instr.   | of<br>Deri<br>Seci<br>Acq<br>(A) o<br>Disp<br>of (E | osed<br>0)<br>tr. 3, 4                  | e (M     | piratio   | kercisable and<br>n Date<br>ay/Year) |                    | Amo<br>Secu<br>Unde<br>Deriv | le and<br>unt of<br>irities<br>erlying<br>vative<br>irity (Insti | Der<br>Sec<br>(Ins                 | Price of<br>rivative<br>curity<br>str. 5)   | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | y [1]     | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |  |  |                |   | Code                          | e V  | (A)   | (D)                                     | Da<br>Ex | ite<br>ercisal  | ole                                  | Expiratior<br>Date | n<br>Title                   | Amoun<br>or<br>Numbe<br>of<br>Shares                             | r                                  |   |   |           |  |  |

## Explanation of Responses:

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 16, 2020.
- 2. Represents the weighted average sales price for shares sold in multiple transactions, ranging from \$52.90 to \$53.74. Upon request 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, ranging from \$54.08 to \$55.31. 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 weighted average sales price for shares sold in multiple transactions, ranging from \$53.91 to \$54.67. 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.

<u>/s/ Edwin D. Johnson</u> <u>07/21/2020</u>

\*\* 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.