

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Johnson Edwin D</u> (Last) (First) (Middle) <u>25 GREENS HILL LANE</u> <u>C/O CASELLA WASTE SYSTEMS, INC.</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>President & COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2013</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			

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	Title	Amount or Number of Shares				
Incentive Stock Option (Right to Buy)	\$3.81	07/06/2010		J ⁽¹⁾		50,000		07/06/2013	07/05/2020	Class A Common Stock	50,000	\$3.81	200,000	D	
Incentive Stock Option (Right to Buy)	\$4	12/05/2012		J ⁽¹⁾		52,534		12/05/2015	12/04/2022	Class A Common Stock	52,534	\$4	122,466	D	
Incentive Stock Option (Right to Buy)	\$5.71	12/11/2013		A ⁽¹⁾		50,000		12/11/2013	12/10/2023	Class A Common Stock	50,000	\$5.71	50,000	D	
Incentive Stock Option (Right to Buy)	\$5.71	12/11/2013		A ⁽¹⁾		52,534		12/05/2015	12/10/2023	Class A Common Stock	52,534	\$5.71	52,534	D	

Explanation of Responses:

1. On December 11, 2013, the Reporting Person entered into a rescission agreement with the Issuer for the cancellation of a stock option to purchase 50,000 shares of common stock granted to the Reporting Person on July 6, 2010 and a stock option to purchase 52,534 shares of common stock granted to the reporting person on December 5, 2012 (collectively, the "Prior Options"). The Prior Options were cancelled because it was determined that they were issued to the Reporting Person in excess of the limits under the Issuer's 2006 Stock Incentive Plan. The stock options granted to the Reporting Person on December 11, 2013 and reported on this Form 4 replaced the Prior Options.

/s/ Edwin D. Johnson 12/13/2013

** 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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