SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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 |
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| Filed pursualit to Section 10(a) of the Sectimites Exchange Act of 1934 |
| or Section 30(h) of the Investment Company Act of 1940 |
| of Section So(n) of the investment Company Act of 1940 |

| 1. Name and Address of Reporting Person [*] Coletta Edmond | 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 V Officer (give title Other (specify |
|--|--|---|
| (Last) (First) (Middle) 25 GREENS HILL LANE | 3. Date of Earliest Transaction (Month/Day/Year) 03/12/2020 | X Sincer (give the below) below) below) Senior Vice President & CFO |
| (Street) RUTLAND VT 05701 (City) (State) (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |

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) | Transaction Code (Instr. | | 4. Securities Disposed Of | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|------------------------------|---------------|--------------|---|--|---|
| | Cor | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | (1150.4) | |
| Class A Common Stock | 03/12/2020 | | A ⁽¹⁾ | | 4,605 | A | \$0 | 157,752 | D | |
| Class A Common Stock | 03/13/2020 | | S ⁽²⁾ | | 2,132 | D | \$42.7722(3) | 155,620 | 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 | | 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 | and t | 5) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Represents the award of Restricted Stock Units (RSUs) under the Casella Waste Systems, Inc. 2016 Incentive Plan. Each RSU represents a contingent right to receive one share of Casella's Class A Common Stock. RSUs vest in three equal installments beginning on March 12, 2021.

2. Represents the automatic sale of shares of stock for tax withholding purposes pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 17, 2019, in connection with the vesting of RSUs on March 12, 2020.

3. Represents the weighted average sales price for shares sold in multiple transactions, ranging from \$42.25 to \$43.31. 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.

| /s/ Edmond R. Coletta | 03/16/2020 |
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** 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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).