

STERICYCLE INC  
Form 4  
December 09, 2009

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLER MARK C

(Last) (First) (Middle)  
28161 N. KEITH DRIVE  
(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STERICYCLE INC [SRCL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chairman, President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	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	
Common Stock	12/07/2009		M		8,550	A	\$ 5.0625 1,247,601	D
Common Stock	12/07/2009		F		745	D	\$ 58.1 1,246,856	D
Common Stock	12/07/2009		M		22,656	A	\$ 7.6015 1,269,512	D
Common Stock	12/07/2009		F		2,965	D	\$ 58.1 1,266,547	D
Common Stock	12/07/2009		M		17,948	A	\$ 13.685 1,284,495	D

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Common Stock	12/07/2009	F	4,228	D	\$ 58.1	1,280,267	D	
Common Stock	12/07/2009	M	3,840	A	\$ 17.525	1,284,107	D	
Common Stock	12/07/2009	F	1,159	D	\$ 58.1	1,282,948	D	
Common Stock	12/08/2009	M	7,448	A	\$ 11.19	1,290,396	D	
Common Stock	12/08/2009	S	3,814	D	\$ 57.62	1,286,582	D	
Common Stock	12/08/2009	M	14,952	A	\$ 13.685	1,301,534	D	
Common Stock	12/08/2009	S	8,049	D	\$ 57.62	1,293,485	D	
Common Stock	12/08/2009	M	122,052	A	\$ 13.685	1,415,537	D	
Common Stock	12/08/2009	S	65,702	D	\$ 57.62	1,349,835	D	
Common Stock	12/08/2009	M	23,804	A	\$ 16.525	1,373,639	D	
Common Stock	12/08/2009	S	13,524	D	\$ 57.62	1,360,115	D	
Common Stock	12/08/2009	M	60,000	A	\$ 7.6015	1,420,115	D	
Common Stock	12/08/2009	S	28,463	D	\$ 57.62	1,391,652	D	
Common Stock	12/08/2009	S	95,100	D	\$ 57.9298	1,296,552	D	
Common Stock	12/08/2009	M	2,526	A	\$ 17.525	1,299,078	D	
Common Stock	12/08/2009	S	1,462	D	\$ 57.62	1,297,616	D	
Common Stock	12/08/2009	M	30,634	A	\$ 17.525	1,328,250	D	
Common Stock	12/08/2009	S	17,727	D	\$ 57.62	1,310,523	D	
Common Stock	12/09/2009	S	27,576	D	\$ 57.4667	1,282,947	D	
Common Stock						190,000	I	by LLC

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

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**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 5.0625	12/07/2009		M	8,550	06/01/2005	05/31/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 7.6015	12/07/2009		M	22,656	03/01/2006	02/06/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 13.685	12/07/2009		M	17,948	03/01/2007	02/05/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 17.525	12/07/2009		M	3,840	02/01/2008	01/16/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.6015	12/08/2009		M	60,000	03/01/2006	02/06/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.19	12/08/2009		M	7,448	05/14/2001	05/14/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.685	12/08/2009		M	14,952	02/05/2002	02/05/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.685	12/08/2009		M	122,052	12/01/2006	02/05/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.525	12/08/2009		M	23,804	02/04/2003	02/04/2013	Common Stock
	\$ 17.525	12/08/2009		M	2,526	02/01/2008	01/16/2013	

Non-Qualified Stock Option (right to buy)								Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.525	12/08/2009		M	30,634	02/01/2008	01/16/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER MARK C 28161 N. KEITH DRIVE LAKE FOREST, IL 60045			Chairman, President & CEO	

## Signatures

Mark C. Miller                      12/09/2009

\_\_\_\_\_  
\*\*Signature of                      Date  
Reporting Person

## Explanation of Responses:

\* 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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