

Marshall Andrew
Form 4
March 18, 2019

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 *
Marshall Andrew

(Last) (First) (Middle)
101 S. CAPITOL BLVD., SUITE 1000
(Street)

BOISE, ID 83702

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
US ECOLOGY, INC. [ECOL]

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2019

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)
EVP of Reg. Compl. & Safety

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 03/07/2019 | | M ⁽¹⁾ | 320 A \$ 0 | 12,647 | D | |
| Common Stock | 03/08/2019 | | M ⁽²⁾ | 697 A \$ 0 | 13,344 | D | |

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 Securities (Instr. 3 and 4) | 8. Price or Value of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (3) | 03/07/2019 | | M | 320 | (4) (4) | Common Stock 320 | \$ 0 |
| Restricted Stock Units | (3) | 03/08/2019 | | M | 697 | (5) (5) | Common Stock 697 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marshall Andrew 101 S. CAPITOL BLVD. SUITE 1000 BOISE, ID 83702 | | | EVP of Reg. Compl. & Safety | |

Signatures

/s/ Andrew Marshall 03/18/2019

**Signature of Reporting Person Date

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).
- (1) Represents the conversion of Restricted Stock Units into common stock. On March 8, 2016, the reporting person was granted 960 Restricted Stock Units.
- (2) Represents the conversion of Restricted Stock Units into common stock. On March 9, 2017, the reporting person was granted 2,090 Restricted Stock Units.
- (3) Each Restricted Stock Unit represents the right to receive, at settlement, one share of common stock.
- (4)

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On March 8, 2016, the reporting person was granted 960 Restricted Stock Units, of which 320 vested on each of March 7, 2017, March 7, 2018, and March 7, 2019. The common stock into which such Restricted Stock Units converted on March 7, 2019 is reported on Table I of this Form 4.

- (5) On March 9, 2017, the reporting person was granted 2,090 Restricted Stock Units, of which 697 vested on each of March 8, 2018 and March 8, 2019. The common stock into which such Restricted Stock Units converted on March 8, 2019 is reported on Table I of this Form 4. The remaining Restricted Stock Units will vest on March 8, 2020, subject to the reporting person's continued service with the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.