

Coletta Edmond
Form 4
February 22, 2019

FORM 4

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Coletta Edmond

2. Issuer Name **and** Ticker or Trading
Symbol

CASELLA WASTE SYSTEMS INC
[CWST]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

25 GREENS HILL LANE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President & CFO

RUTLAND, VT 05701

4. If Amendment, Date 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

(City) (State) (Zip)

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Class A Common Stock | 02/20/2019 | | A | 75,620 (1) | A \$ 0 192,875 | D | |
| Class A Common Stock | 02/21/2019 | | S(2) | 33,150 | D \$ 34,5998 159,725 | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 12.48 | 02/20/2019 | | A | 17,976 | 02/20/2019 11/16/2026 | Class A Common Stock 17,976 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Coletta Edmond 25 GREENS HILL LANE RUTLAND, VT 05701 | Director 10% Owner Officer Other Senior Vice President & CFO |

Signatures

Edmond R.
Coletta
02/22/2019

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).
- Represents shares of Class A Common Stock acquired by the reporting person upon the vesting of performance-based stock units ("PSU's") granted to the reporting person on November 17, 2016, as a result of the level of achievement by Casella Waste Systems, Inc. (the "Company") of certain performance objectives during the third year ("Measurement Period") of the three-year performance period running from January 1, 2016 to December 31, 2018, multiplied by a Relative TSR multiplier for the period running from January 1, 2016 to December 31, 2018.
- (1) Represents the automatic sale of stock for tax withholding purposes pursuant to a Rule 10b5-1 trading plan adapted by the person on March 15, 2016, in connection with the vesting of PSU's on February 20, 2019.
- Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$34.40 to \$34.75, inclusive.
- (3) 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) On November 17, 2016, the reporting person was granted a performance-based stock option, which vested as to 35,952 shares of Class A Common Stock, as a result of the level of achievement by the Company of certain performance objectives during the Measurement Period of the three-year performance period running from January 1, 2016 to December 31, 2018, multiplied by a Relative TSR multiplier for the

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period running from January 1, 2016 to December 31, 2018.

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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