CASELLA WASTE SYSTEMS INC

Form 4 July 06, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SABINO ALAN N

2. Issuer Name and Ticker or Trading Symbol

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to Issuer

CASELLA WASTE SYSTEMS INC

[CWST]

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 06/11/2009

Director 10% Owner

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X_ Officer (give title Other (specify below) below) Regional Vice President

C/O CASELLA WASTE SYSTEMS, INC., 25 GREENS HILL LANE

(Street)

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

RUTLAND, VT 05701

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 Title of Derivative 	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if			6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	
Security (Instr. 3)	or Exercise Price of Derivative		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of	(Month/Day/Year)		(Instr. 3 and 4)	
	Security				(D) (Instr. 3, 4, and 5)				
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	06/11/2009		A	21,993 (2)	(2)	(3)	Class A Common	21,993

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SABINO ALAN N C/O CASELLA WASTE SYSTEMS, INC. 25 GREENS HILL LANE RUTLAND, VT 05701

Regional Vice President

De Se (In

Signatures

/s/ Alan N. 07/06/2009 Sabino

**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).
- (1) Represents the award of Restricted Stock Units ("RSUs") under the Casella Waste Systems, Inc. ("Casella") 2006 Stock Incentive Plan. Each RSU represents a contingent right to receive one share of Casella's Class A Common Stock.
- RSUs reported on this Form 4 shall vest in three equal annual installments beginning on the first anniversary of the Grant Date. The grant to the Reporting Person reported on this Form 4 also includes RSUs that vest upon achievement by Casella of specified performance measures. These RSUs will be reported upon vesting pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.
- (3) Upon vesting, the Reporting Person is entitled to receive one share of Casella's Class A Common Stock per vested Restricted Stock Unit. 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.

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