

CASELLA JOHN W  
Form 4  
June 28, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CASELLA JOHN W

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)

3. Date of Earliest Transaction (Month/Day/Year)  
06/24/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

C/O CASELLA WASTE SYSTEMS, 25 GREENS HILL LANE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

RUTLAND, VT 05701

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	06/10/2011		M <sup>(6)</sup>	A	\$ 0	258,204	D
Class A Common Stock	06/11/2011		M <sup>(6)</sup>	A	\$ 0	276,067	D
Class A Common Stock	06/24/2011		S	D	\$ 5.126	264,787	D

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Class A Common Stock	694	I	See Footnote (4)
Class B Common Stock	494,100	D	
Class A Common Stock	91,246	I	See Footnote (5)

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

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SEC 1474  
(9-02)

**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. Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	06/10/2011		M(6)	13,423	(2) (2)	Class A Common Stock	13,423
Restricted Stock Unit	(1)	06/11/2011		M(6)	17,863	(3) (3)	Class A Common Stock	17,863
Restricted Stock Unit	(1)	06/14/2011		A(8)	22,993	(7) (7)	Class A Common Stock	22,993

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASELLA JOHN W C/O CASELLA WASTE SYSTEMS	X		Chief Executive Officer	

25 GREENS HILL LANE  
RUTLAND, VT 05701

## Signatures

/s/ Shelley S. Rogers, Attorney in Fact for John W.  
Casella

06/28/2011

\_\_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 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.
- (2) RSUs vest in three equal annual installments beginning June 10, 2011. These RSUs are being reported upon the first vesting date pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.
- (3) RSUs vest in three equal installments beginning on June 11, 2010. These RSUs are being reported upon the second vesting anniversary pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.
- (4) Held by Mr. Casella's spouse. Mr. Casella disclaims beneficial ownership of the securities indicated to the extent to which he does not have an actual pecuniary interest in such securities.
- (5) Held in trust for the benefit of Mr. Casella's minor children. Mr. Casella disclaims beneficial ownership of the securities indicated to the extent to which he does not have an actual pecuniary interest in such securities.
- (6) Reflects the settlement of vested RSUs for shares of Class A Common Stock.
- (7) RSUs vest in three equal annual installments beginning June 14, 2012. These RSUs will be reported upon vesting pursuant to Section 16(a) of the Securities Exchange Act of 1934 and applicable regulations thereunder.
- (8) Previously reported on June 16, 2011.

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.