

KOGLER RICHARD T
Form 4
May 25, 2012

FORM 4

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

OMB APPROVAL

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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 *
KOGLER RICHARD T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & COO

(Street)
LAKE FOREST, IL 60045

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

(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)
			Code	V	Amount or Price		
Common Stock	05/23/2012		M		29,676 A \$ 38.565	36,257	D
Common Stock	05/23/2012		S		29,676 D \$ 85.0999	6,581	D
Common Stock	05/23/2012		M		50 A \$ 46.83	6,631	D
Common Stock	05/23/2012		S		50 D \$ 85.0999	6,581	D
Common Stock	05/24/2012		M		2,284 A \$ 22.9	8,865	D

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Common Stock	05/24/2012	F	603	D	\$ 86.8	8,262	D
Common Stock	05/24/2012	M	2,716	A	\$ 22.11	10,978	D
Common Stock	05/24/2012	F	692	D	\$ 86.8	10,286	D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A) (D)	Date Exercisable	Expiration Date		
Incentive Stock Option (right to buy)	\$ 22.11	05/24/2012		M		2,716	<u>(1)</u>	02/02/2014	Common Stock	2,716
Incentive Stock Option (right to buy)	\$ 22.9	05/24/2012		M		2,284	<u>(2)</u>	02/15/2015	Common Stock	2,284
Non-Qualified Stock Option (right to buy)	\$ 38.565	05/23/2012		M		29,676	<u>(2)</u>	02/06/2017	Common Stock	29,676
Non-Qualified Stock Option (right to buy)	\$ 46.83	05/23/2012		M		50		02/10/2009 02/10/2019	Common Stock	50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOGLER RICHARD T 28161 N. KEITH DRIVE			EVP & COO	

LAKE FOREST, IL 60045

Signatures

Richard T
Kogler

05/25/2012

__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) 20% vests after one year; balance vests over next 4 years in monthly installments
- (2) The option vests in five equal annual installments on the anniversary of the grant date.

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.