

STERICYCLE INC  
Form 4  
August 11, 2015

**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 \*  
Schetz John P

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

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/07/2015

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)  
Sr Counsel M & A

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	08/07/2015		M		150 A \$ 115.69	533	D
Common Stock	08/07/2015		S		150 D \$ 142.3224	383	D
Common Stock	08/07/2015		M		150 A \$ 115.69	533	D
Common Stock	08/07/2015		S		150 D \$ 142.3224	383	D
Common Stock	08/07/2015		M		250 A \$ 95.87	633	D

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Common Stock	08/07/2015		S	250	D	\$ 142.3224	383	D
Common Stock	08/07/2015		M	250	A	\$ 95.87	633	D
Common Stock	08/07/2015		S	250	D	\$ 142.3224	383	D
Common Stock	08/07/2015		M	350	A	\$ 86.24	733	D
Common Stock	08/07/2015		S	350	D	\$ 142.3224	383	D
Common Stock	08/07/2015		M	300	A	\$ 49.47	683	D
Common Stock	08/07/2015		S	300	D	\$ 142.3224	383	D
Common Stock	08/10/2015		M	79	A	\$ 95.87	462	D
Common Stock	08/10/2015		S	79	D	\$ 144.0701	383	D
Common Stock	08/10/2015		M	79	A	\$ 95.87	462	D
Common Stock	08/10/2015		S	79	D	\$ 144.0701	383	D
Common Stock	08/10/2015		M	3	A	\$ 86.24	386	D
Common Stock	08/10/2015		S	3	D	\$ 144.0701	383	D
Common Stock	08/10/2015		M	88	A	\$ 85	471	D
Common Stock	08/10/2015		S	88	D	\$ 144.0701	383	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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		(A)	(D)						
Non-Qualified Stock Option (right to buy)	\$ 49.47	08/07/2015		M		(1)	06/08/2019	Common Stock	300
Non-Qualified Stock Option (right to buy)	\$ 85	08/10/2015		M		(1)	02/08/2021	Common Stock	88
Non-Qualified Stock Option (right to buy)	\$ 86.24	08/07/2015		M		(1)	02/13/2022	Common Stock	350
Non-Qualified Stock Option (right to buy)	\$ 86.24	08/10/2015		M		(1)	02/13/2022	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 95.87	08/07/2015		M		(1)	02/20/2023	Common Stock	250
Non-Qualified Stock Option (right to buy)	\$ 95.87	08/07/2015		M		(1)	02/20/2023	Common Stock	250
Non-Qualified Stock Option (right to buy)	\$ 95.87	08/10/2015		M		(1)	02/20/2023	Common Stock	79
Non-Qualified Stock Option (right to buy)	\$ 95.87	08/10/2015		M		(1)	02/20/2023	Common Stock	79
Non-Qualified Stock Option (right to buy)	\$ 115.69	08/07/2015		M		(1)	02/11/2022	Common Stock	150
Non-Qualified Stock Option (right to buy)	\$ 115.69	08/07/2015		M		(1)	02/11/2022	Common Stock	150

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Schetz John P  
28161 N. KEITH DRIVE  
LAKE FOREST, IL 60045

Sr Counsel M & A

## Signatures

John P Schetz

08/11/2015

  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) 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.

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