

TEN BRINK FRANK JM

Form 4

April 29, 2013

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 *
TEN BRINK FRANK JM

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)
04/26/2013

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

EVP & CFO

(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
Person

LAKE FOREST, IL 60045

(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	(A) or (D)	Price
Common Stock	04/26/2013		M		18,408	A	\$ 38.565
					49,285		D
Common Stock	04/26/2013		S		18,408	D	\$ 108.2053
					30,877		D
Common Stock	04/26/2013		M		3,451	A	\$ 46.83
					34,328		D
Common Stock	04/26/2013		S		3,451	D	\$ 108.2053
					30,877		D
Common Stock	04/26/2013		M		8,141	A	\$ 46.83
					39,018		D

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Common Stock	04/26/2013	S	8,141	D	\$ 108.2053	30,877	D	
Common Stock						80	I	by Spouse

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 38.565	04/26/2013		M		18,408		<u>(1)</u>	02/06/2017	Common Stock	18,408
Non-Qualified Stock Option (right to buy)	\$ 46.83	04/26/2013		M		3,451		<u>(1)</u>	02/10/2019	Common Stock	3,451
Non-Qualified Stock Option (right to buy)	\$ 46.83	04/26/2013		M		8,141		<u>(1)</u>	02/10/2019	Common Stock	8,141

Reporting Owners

Reporting Owner Name / Address	Relationships
TEN BRINK FRANK JM 28161 N. KEITH DRIVE LAKE FOREST, IL 60045	Director 10% Owner Officer Other EVP & CFO

Signatures

Frank J. M. ten Brink	04/29/2013
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__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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