

STERICYCLE INC  
Form 4  
December 24, 2013

**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 \*  
SCHULER JACK W

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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2013

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

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	12/20/2013		M		9,433 A \$ 56.7	717,500	D
Common Stock	12/20/2013		F		4,704 D \$ 113.69	712,796	D
Common Stock	12/20/2013		M		7,033 A \$ 49.76	719,829	D
Common Stock	12/20/2013		F		3,079 D \$ 113.69	716,750	D
Common Stock	12/20/2013		M		7,105 A \$ 58.82	723,855	D
	12/20/2013		F		3,676 D	720,179	D

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Common Stock					\$	113.69		
Common Stock	12/20/2013 <sup>(1)</sup>	S	3,226	D	\$ 96.4	362,173	I	Continuation Trust
Common Stock <sup>(2)</sup>	12/20/2013 <sup>(1)</sup>	S	3,226	D	\$ 96.4	147,967	I	by LLC
Common Stock						10	I	Descendants Trust
Common Stock						27,110	I	Grandchildrens Trust <sup>(3)</sup>
Common Stock						29,340	I	by Spouse

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 49.76	12/20/2013		M	7,033	05/28/2010 05/28/2019	Common Stock	7,033
Non-Qualified Stock Option (right to buy)	\$ 56.7	12/20/2013		M	9,433	05/25/2011 05/25/2020	Common Stock	9,433
Non-Qualified Stock Option (right to buy)	\$ 58.82	12/20/2013		M	7,105	05/29/2009 05/29/2018	Common Stock	7,105

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULER JACK W 28161 N. KEITH DRIVE LAKE FOREST, IL 60045		X		

## Signatures

Jack W. Schuler                      12/24/2013

\_\_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) Actual date of transaction is 2/13/13
- (2) This footnote would normally be included on column 5: indirect ownership by Spouse 22,820; by Trusts 47,616
- (3) The reporting person disclaims any beneficial interest in these shares.

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.