

STERICYCLE INC
Form 3/A
April 21, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Arnold Brent | | (Month/Day/Year) | STERICYCLE INC [SRCL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/14/2014 | | 04/16/2014 |
| 28161 N. KEITH DRIVE | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| LAKE FOREST,Â ILÂ 60045 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | President, USA/Canada | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Amount or Number of Shares | | |
| | | Title | | | |

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| | | | | | | | |
|---|-------|-----------------------|--------------|--------|-----------|---|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/10/2019 | Common Stock | 14,061 | \$ 46.83 | D | Â |
| Non-Qualified Stock Option (right to buy) | | 03/02/2009 03/02/2019 | Common Stock | 404 | \$ 47.24 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/09/2020 | Common Stock | 11,500 | \$ 51.55 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/15/2018 | Common Stock | 4,750 | \$ 53.15 | D | Â |
| Non-Qualified Stock Option (right to buy) | | 03/01/2010 03/01/2020 | Common Stock | 792 | \$ 55.57 | D | Â |
| Non-Qualified Stock Option (right to buy) | | 03/01/2011 03/01/2021 | Common Stock | 629 | \$ 83.88 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/08/2021 | Common Stock | 11,200 | \$ 85 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/13/2022 | Common Stock | 11,200 | \$ 86.24 | D | Â |
| Non-Qualified Stock Option (right to buy) | | 02/28/2012 02/28/2022 | Common Stock | 711 | \$ 86.89 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/20/2023 | Common Stock | 14,550 | \$ 95.87 | D | Â |
| Non-Qualified Stock Option (right to buy) | | 03/07/2013 03/07/2023 | Common Stock | 448 | \$ 97.36 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/11/2022 | Common Stock | 15,000 | \$ 115.69 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Arnold Brent 28161 N. KEITH DRIVE LAKE FOREST, IL 60045 | Â | Â | Â President, USA/Canada | Â |

Signatures

Brent Arnold 04/21/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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.

^

Remarks:

Amended^ filing^ to^ include^ derivative^ securities^ held^ by^ reporting^ person

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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