

STERICYCLE INC
Form 4
May 05, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
KOGLER RICHARD T

(Last) (First) (Middle)

C/O STERICYCLE INC, 28161 N KEITH DR

(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)
05/03/2005

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)
COO

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)	(A) or (D)	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	Price		
Common Stock	05/03/2005		M		949	\$ 10.125	6,793	D
Common Stock	05/03/2005		S		949	\$ 49.585	5,844	D
Common Stock	05/03/2005		M		848	\$ 15.203	6,692	D
Common Stock	05/03/2005		S		848	\$ 49.585	5,844	D
Common Stock	05/03/2005		M		608	\$ 27.37	6,452	D

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Common Stock	05/03/2005	S	608	D	\$ 49.585	5,844	D
Common Stock	05/03/2005	M	596	A	\$ 35.05	6,440	D
Common Stock	05/03/2005	S	596	D	\$ 49.585	5,844	D

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 of Underlying Securities (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)	\$ 10.125	05/03/2005		M	949	<u>(1)</u>	05/31/2010	Common Stock	949
Non-Qualified Stock Option (right to buy)	\$ 13.685	05/03/2005		M	608	<u>(1)</u>	02/05/2012	Common Stock	608
Non-Qualified Stock Option (right to buy)	\$ 15.203	05/03/2005		M	848	<u>(1)</u>	02/06/2011	Common Stock	848
Non-Qualified Stock Option (right to buy)	\$ 35.05	05/03/2005		M	596	<u>(1)</u>	01/16/2013	Common Stock	596

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KOGLER RICHARD T
C/O STERICYCLE INC
28161 N KEITH DR
LAKE FOREST, IL 60045

COO

Signatures

Richard T
Kogler

05/05/2005

__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

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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