

Johnson Edwin D
 Form 4
 December 14, 2017

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 *
 Johnson Edwin D

2. Issuer Name and Ticker or Trading Symbol
 CASELLA WASTE SYSTEMS INC
 [CWST]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 25 GREENS HILL LANE, C/O
 CASELLA WASTE SYSTEMS,
 INC.

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/12/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 President & COO

(Street)
 RUTLAND, VT 05701

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	(A) or (D)	Price	
Class A Common Stock	12/12/2017		M		200,000	A	\$ 3.81 469,500	D
Class A Common Stock	12/12/2017		F		36,564	D	\$ 20.84 432,936	D
Class A Common Stock	12/12/2017		M		50,000	A	\$ 4 482,936	D

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Class A Common Stock	12/12/2017	F	9,597	D	\$ 20.84	473,339	D
Class A Common Stock	12/13/2017	S	23,345	D	\$ 21.0282 (2)	449,994	D
Class A Common Stock	12/14/2017	S	75,746	D	\$ 21.0016 (3)	374,248	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 Number of Shares
Employee Stock Option (right to buy)	\$ 3.81	12/12/2017		M	200,000	(1)	07/06/2020	Class A Common Stock	200,000
Employee Stock Option (right to buy)	\$ 4	12/12/2017		M	50,000	12/05/2015	12/05/2022	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Edwin D 25 GREENS HILL LANE C/O CASELLA WASTE SYSTEMS, INC.			President & COO	

RUTLAND, VT 05701

Signatures

/s/ Edwin D.

Johnson

12/14/2017

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) This option vested in three equal installments on July 6, 2011, July 6, 2012 and July 6, 2013.

Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$21.00 to \$21.12, inclusive.

(2) Upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$21.00 to \$21.07, inclusive.

(3) Upon request of the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

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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