

STERICYCLE INC  
Form 4  
November 05, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MILLER MARK C

(Last) (First) (Middle)  
28161 N. KEITH DRIVE  
(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)  
11/01/2007

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)  
CEO

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)	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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	301,144	I	by Trust

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)**

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 3.4063	11/01/2007		M	34,180	02/03/2006	03/31/2008	Common Stock	34,180
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007		M	7,500	<u>(1)</u>	05/31/2010	Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007		M	5,500	<u>(1)</u>	05/31/2010	Common Stock	5,500
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007		M	2,000	<u>(1)</u>	05/31/2010	Common Stock	2,000
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007		M	5,000	<u>(1)</u>	05/31/2010	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007		M	4,000	<u>(1)</u>	05/31/2010	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007		M	2,500	<u>(1)</u>	05/31/2010	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007		M	10,000	<u>(1)</u>	05/31/2010	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007		M	2,000	<u>(1)</u>	05/31/2010	Common Stock	2,000
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007		M	3,000	<u>(1)</u>	05/31/2010	Common Stock	3,000
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007		M	5,000	<u>(1)</u>	05/31/2010	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007		M	7,000	<u>(1)</u>	05/31/2010	Common Stock	7,000

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Stock Option (right to buy)								Stock	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007	M	10,000	<u>(1)</u>	05/31/2010	Common Stock	10,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007	M	1,000	<u>(1)</u>	05/31/2010	Common Stock	1,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007	M	1,000	<u>(1)</u>	05/31/2010	Common Stock	1,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007	M	3,000	<u>(1)</u>	05/31/2010	Common Stock	3,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007	M	1,000	<u>(1)</u>	05/31/2010	Common Stock	1,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007	M	5,000	<u>(1)</u>	05/31/2010	Common Stock	5,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/01/2007	M	2,000	<u>(1)</u>	05/31/2010	Common Stock	2,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/02/2007	M	6,000	<u>(1)</u>	05/31/2010	Common Stock	6,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/02/2007	M	8,000	<u>(1)</u>	05/31/2010	Common Stock	8,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/02/2007	M	5,000	<u>(1)</u>	05/31/2010	Common Stock	5,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/02/2007	M	3,000	<u>(1)</u>	05/31/2010	Common Stock	3,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/02/2007	M	2,000	<u>(1)</u>	05/31/2010	Common Stock	2,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/02/2007	M	2,900	<u>(1)</u>	05/31/2010	Common Stock	2,	
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/02/2007	M	5,000	<u>(1)</u>	05/31/2010	Common Stock	5,	

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Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/02/2007	M	15,000	<u>(1)</u>	05/31/2010	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 5.0625	11/02/2007	M	7,000	<u>(1)</u>	05/31/2010	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 7.6015	11/02/2007	M	11,750	<u>(1)</u>	02/06/2011	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 7.6015	11/02/2007	M	1,250	<u>(1)</u>	02/06/2011	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER MARK C 28161 N. KEITH DRIVE LAKE FOREST, IL 60045			CEO	

## Signatures

Mark C. Miller                      11/05/2007

\*\*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. 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.