

CALLAHAN JAMES F JR
Form 4/A
March 28, 2019

FORM 4

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

OMB APPROVAL

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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 *
CALLAHAN JAMES F JR

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)
C/O CASELLA WASTE SYSTEMS, INC., 25 GREENS HILL LANE

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2019

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

(Street)
RUTLAND, VT 05701

4. If Amendment, Date Original Filed(Month/Day/Year)
03/14/2019

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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Class A Common Stock					70,736	D	
Class A Common Stock	03/12/2019		S(3)	10,000	D	\$ 34,499 (2)	54,789
						I	SEE FOOTNOTE (1)

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALLAHAN JAMES F JR C/O CASELLA WASTE SYSTEMS, INC. 25 GREENS HILL LANE RUTLAND, VT 05701	X			

Signatures

/s/ Shelley E. Sayward, Attorney in Fact for James F. Callahan, Jr. 03/28/2019

**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) Held by the James F. Callahan, Jr. 1998 Trust, of which the Reporting Person is co-trustee.
Represents the weighted average sales price for shares sold in multiple transactions, at prices ranging from \$33.95 to \$34.65, 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.
This amendment is being filed to correct the transaction reported in the Reporting Person's Form 4 filed on March 14, 2019 (the "Original Form 4"). The Original Form 4 reported the transaction on the sale of 10,000 shares of the issuer's Class A Common Stock from the Reporting Person's direct beneficial holdings. That sale should have been reported as a sale of 10,000 shares of the issuer's Class A Common Stock by the James F. Callahan, Jr., 1998 Trust.
- (3)

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.