

Marshall Andrew
Form 4
January 04, 2018

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 *
Marshall Andrew

2. Issuer Name and Ticker or Trading Symbol
US ECOLOGY, INC. [ECOL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 S. CAPITOL BLVD., SUITE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP of Reg. Compl. & Safety

BOISE, ID 83702

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| | | | Code V | Amount (D) | Price | | |
| Common Stock | 01/02/2018 | | A | 2,700 A | \$ 0 (1) 7,866 | 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)

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock Option | \$ 51 | 01/02/2018 | | A | 4,700 | 01/01/2019 01/01/2028 | Common Stock | 4,700 |
| Performance Stock Units | (3) | 01/02/2018 | | A | 1,600 | (3) 12/31/2020 | Common Stock | 1,600 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marshall Andrew 101 S. CAPITOL BLVD. SUITE 1000 BOISE, ID 83702 | | | EVP of Reg. Compl. & Safety | |

Signatures

/s/ Andrew
Marshall

01/04/2018

**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) Restricted stock issued pursuant to US Ecology, Inc. Omnibus Incentive Plan, vesting annually over three years.

(2) Issued pursuant to US Ecology, Inc. Omnibus Incentive Plan, vesting annually over three years.

Grant of Performance Stock Units. Each performance stock unit represents a contingent right to receive 1 share of US Ecology, Inc. Common Stock. The number of shares reported represents the target number of shares underlying the performance stock units. The actual number of shares to be delivered in settlement of the performance stock units earned during the performance period will be based on US Ecology, Inc.'s total shareholder return over the three year vesting period relative to the S&P 600 (weighted at 50%) and a peer group of certain companies in the environmental and facilities services industry (weighted at 50%) and could equal 200% of the target number of shares underlying the performance stock units. The performance stock units will settle as soon as practicable after December 31, 2020.

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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