## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

| OMB APPROVAL             |                      |  |  |  |  |  |  |  |
|--------------------------|----------------------|--|--|--|--|--|--|--|
| OMB<br>Number:           | 3235-0287            |  |  |  |  |  |  |  |
| Expires:                 | December 31,<br>2014 |  |  |  |  |  |  |  |
| Estimated average burden |                      |  |  |  |  |  |  |  |
| hours per response       | 0.5                  |  |  |  |  |  |  |  |

| 1. Name and Address of Reporting Person* FEINBERG STEPHEN |                        |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol CLEAN HARBORS INC [CLHB] | 5. Relationship of Reporting Person(s) to Issuer   |  |  |  |  |
|---|------------------------|--|---|--|--|--|--|--|
|   | Last) (First) (Middle) |  | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>06/30/2004           | (Check all applicable) Director X 10% Owner Officer (give title below) (specify below)   |  |  |  |  |
| (STEAT)   |                        |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | Individual or Joint/Group Filing     (Check Applicable Line)     X 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<br>of<br>Security<br>(Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year)                                       | Execution Date, | Transaction Code |   | 4. Secur<br>Acquired<br>Disposed<br>(Instr. 3, | d (A)<br>d of | or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned         | 6.<br>Ownership<br>Form:<br>Direct (D) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |  |
|   |  |                 | Code             | V | (A)<br>or<br>Amount (D) Price                  |               | Price     | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | or Indirect<br>(I)<br>(Instr. 4)       | (Instr. 4)  |  |  |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |   |  |   |   |               |                      |                    |   |  |   |  |                   |  |
|--|---|--|---|--|---|---|---------------|----------------------|--------------------|---|--|---|--|-------------------|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4. Transaction Code (Instr. 8) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |   | 6. Date Exercisable<br>and Expiration<br>Date<br>(Month/Day/Year) |               | Amount of Underlying |                    | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 10.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                   |  |
|  |   |  |   | Code   | v | (A)   | (D)           | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares  |   | Transaction(s)<br>(Instr. 4)                                       | (I)<br>(Instr. 4) |  |
| Series C<br>Convertible<br>Preferred<br>Stock, par<br>value \$0.01<br>per sh   | \$ 8 <sup>(1)</sup>   | 06/30/2004                                 |   | J <sup>(2)(3)(4)</sup>   |   |   | 16,750<br>(5) | (6)                  | (7)                | Common<br>Stock                                     | 2,258,157<br>(2) (3) (4)   | \$ 1,000  | 0  | (2) (3) (4)       | By limited liability (2) company (3) (4) |
| Warrant  | \$ 8 (2) (3) (4)  | 06/30/2004                                 |   | J <sup>(2)(3)(4)</sup>   |   | 1,859,250   |               | 06/30/2004           | 09/10/2009         | Common<br>Stock                                     | 1,859,250  | (2) (3) (4)   | 1,859,250  | (2) (3) (4)       | By limited liability (2) company (3) (4) |

## **Explanation of Responses:**

- 1. Pursuant to the terms of the Series C Convertible Preferred Stock, par value \$0.01 per share, of the Company, the original \$10.50 conversion price of the Series C Convertible Preferred Stock was adjusted to \$8.00.
- 2. Pursuant to a Preferred Stock Redemption Agreement, dated as of June 30, 2004, among other things, Clean Harbors, Inc., a Massachusetts corporation (the "Company"), redeemed all of the shares of Series C Convertible Preferred Stock, par value \$0.01 per share, of the Company (the "Preferred Shares"), held by Cerberus CH LLC, a Delaware limited liability company ("Cerberus CH"), in exchange for (i) cash and (ii) warrants to acquire an aggregate of 1,859,250 shares (subject to certain adjustments) of common stock, par value \$0.01 per share, of the Company (the "Shares") for a purchase price of \$8.00 per Share (subject to certain adjustments). Based upon the conversion rate of the Preferred Shares, which was subject to certain adjustments, immediately prior to the redemption described above, Cerberus CH had the right to acquire an aggregate of 2,258,157 Shares upon conversion of the Preferred Shares held by Cerberus CH.
- 3. In addition, as of June 30, 2004, Cerberus Partners, L.P., a Delaware limited partnership ("Cerberus"), is the holder of 195,000 Shares, Cerberus International, Ltd., a corporation organized under the laws of the Bahamas ("International"), is the holder of 543,100 Shares, Cerberus Series Two Holdings, LLC, a Delaware limited liability company ("Cerberus Series Two"), is the holder of 255,000 Shares, Cerberus America Series One Holdings, LLC, a Delaware limited liability company ("Cerberus America"), is the holder of 50,800 Shares, and various other private investment funds (the "Funds") hold in the aggregate 262,500 Shares. Stephen Feinberg possesses sole power to vote and direct the disposition of all securities held by Cerberus CH, Cerberus, International, Cerberus Series Two, Cerberus America and the Funds. Thus, as of June 30, 2004, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 3,165,650 Shares.
- 4. Stephen Feinberg's interest in the securities reported herein is limited to the extent of his pecuniary interest in Cerberus CH, Cerberus, International, Cerberus Series Two, Cerberus America and the Funds, if any.
- 5. The number of Preferred Shares disposed of, including accrued dividends as of June 30, 2004, was 18,065.
- 6. The Series C Convertible Preferred Stock was immediately exercisable.
- 7. The Series C Convertible Preferred Stock had no expiration date.

/s/ Stephen Feinberg 07/01/2004

\*\* Signature of Reporting Date

Person

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

- \* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.