

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-8****REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933****CLEAN HARBORS, INC.**

(Exact name of registrant as specified in its charter)

**MASSACHUSETTS**  
(State or other jurisdiction  
of incorporation or organization)**04-2997780**  
(I.R.S. Employer Identification No.)**1501 WASHINGTON STREET, BRAINTREE, MASSACHUSETTS 02185-0327**  
(Address of principal executive offices) (Zip Code)**CLEAN HARBORS EMPLOYEE STOCK PURCHASE PLAN**  
(Full title of plan)**C. MICHAEL MALM  
DAVIS, MALM & D'AGOSTINE, P.C.  
ONE BOSTON PLACE  
BOSTON, MASSACHUSETTS 02108**  
(Name and address of agent for service)**617-367-2500**  
(Agent's telephone number, including area code)**CALCULATION OF REGISTRATION FEE**

<u>Title of securities to be registered</u>	<u>Amount to be registered</u>	<u>Proposed maximum Offering price per share (1)</u>	<u>Proposed maximum aggregate offering price (1)</u>	<u>Amount of registration fee (1)</u>
Common Stock, \$.01 par value per share	500,000	\$ 35.34	\$ 17,670,000	\$ 1,890.69

(1) Computed under Rule 457(c) and (h) based upon the market price of the registrant's Common Stock on the NASDAQ National Market on May 18, 2006.

Approximate date of proposed public offering: From time to time after the effective date of this Registration Statement.**Information Required by General Instruction E to Form S-8**

In accordance with General Instruction E to Form S-8, this Registration Statement registers an additional 500,000 shares of the Common Stock, \$.01 par value ("Common Stock"), of Clean Harbors, Inc. (the "Company") which are to be issued in the future pursuant to the Company's Employee Stock Purchase Plan (the "Plan"). The Company has previously registered 1,000,000 shares of Common Stock for issuance under the Plan under Registration Statement No. 33-60187 (the "Original Registration Statement"). The 500,000 additional shares of Common Stock being registered under this Registration Statement are now available for future issuance because of an amendment to the original Plan which were approved by the Company's stockholders on May 12, 2005.

The Original Registration Statement is herein incorporated by reference, except that Items 5 and 6 thereof are amended and restated as set forth below in order to reflect changes which have occurred with respect to the disclosures in those Items since the filing of the Original Registration Statement on June 13, 1995. As described in the Original Registration Statement, the Company hereby incorporates by reference into this Registration Statement certain filings previously made and hereafter to be made by the Company under the Securities Exchange Act of 1934, as amended (File No. 0-16379).

**Item 5. Interest of Named Experts and Counsel**

C. Michael Malm, Secretary of the Company and a shareholder in the law firm of Davis, Malm & D'Agostine, P.C., is the holder of an option to purchase 15,000 shares of the Company's Common Stock at \$11.70 per share. In addition, as of May 18, 2006, Mr. Malm and other shareholders and

associates in Davis, Malm & D'Agostine, P.C., beneficially owned an aggregate of 13,610 shares of the Company's Common Stock (including 2,510 shares owned by members of their immediate families), and two shareholders of that firm were trustees of a trust for the benefit of persons unrelated to them which then owned an additional 10,000 shares.

## Item 6. Indemnification of Directors and Officers

Sections 8.51 and 8.52 of the Massachusetts Business Corporation Act, as amended, give Massachusetts corporations the power to indemnify each of their present and former officers or directors under certain circumstances if such person acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation. The Company's Restated Articles of Organization and By-Laws provide for such indemnification of the officers and directors of the Company and its subsidiaries to the extent permitted by law. Reference is made to Article 6 of the Company's Restated Articles of Organization filed as Exhibit 3.1A to the Company's Report on Form 8-K dated May 18, 2005, and Article VII of the Company's Amended and Restated By-Laws filed as Exhibit 3.4B to the Company's Report on Form 8-K dated April 4, 2005, and incorporated herein by reference, for the applicable provisions regarding the indemnification of officers and directors.

The Company also maintains director and officer liability insurance which provides for protection of the directors and officers of the Company and its subsidiaries against liabilities and costs which they may incur in such capacities, including liabilities arising under the Securities Act of 1933, as amended.

## Item 8. Exhibits

See Exhibit Index on page II-3.

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## Item 9. Undertakings

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant, Clean Harbors, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of Boston and the Commonwealth of Massachusetts on the 19th day of May, 2006.

CLEAN HARBORS, INC.

By /s/Alan S. McKim  
Alan S. McKim, Chairman

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signatures appears below constitutes and appoints Alan S. McKim, James M. Rutledge, and C. Michael Malm, jointly and severally, his attorneys-in-fact, each with the power of substitution and resubstitution, for him in any and all capacities, to sign any amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alan S. McKim</u> Alan S. McKim	Chairman of the Board and Chief Executive Officer	May 19, 2006
<u>/s/ James M. Rutledge</u> James M. Rutledge	Executive Vice President and Chief Financial and Accounting Officer	May 19, 2006

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<u>/s/ John D. Barr</u> John D. Barr	Director	May 19, 2006
<u>/s/ John P. DeVillars</u> John P. DeVillars	Director	May 19, 2006
<u>/s/ Daniel J. McCarthy</u> Daniel J. McCarthy	Director	May 19, 2006
<u>/s/ John T. Preston</u> John T. Preston	Director	May 19, 2006
<u>/s/ Andrea Robertson</u> Andrea Robertson	Director	May 19, 2006
<u>/s/ Thomas J. Shields</u> Thomas J. Shields	Director	May 19, 2006
<u>/s/ Lorne R. Waxlax</u> Lorne R. Waxlax	Director	May 19, 2006

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## EXHIBIT INDEX

The following exhibits are filed as a part of this Registration Statement:

5 Opinion of Davis, Malm & D'Agostine, P.C. as to the legality of the securities being registered (filed herewith).

- 23.1 Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP (filed herewith).
- 23.2 Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP (filed herewith).
- 23.3 Consent of Davis, Malm & D'Agostine, P.C. is contained in their opinion filed as Exhibit 5.
- 24 Power of Attorney (see page II-1).

May 22, 2006

Clean Harbors, Inc.  
1501 Washington Street  
Braintree, Massachusetts 02185

Gentlemen:

You are seeking to register 500,000 shares of Common Stock, \$.01 par value per share, of Clean Harbors, Inc. (the "Company") under the Securities Act of 1933, as amended, for issuance pursuant to the Clean Harbors Employee Stock Purchase Plan (the "Plan"). You have requested that we furnish to you an opinion as to the legality of these securities, which opinion is to be filed as Exhibit 5 to your Registration Statement on Form S-8 with respect to such securities (the "Registration Statement").

We have examined the Articles of Organization and By-Laws of the Company, as amended and restated, copies of votes of the Board of Directors of the Company, the Registration Statement as proposed to be filed with the Securities and Exchange Commission with respect to the offering of such securities, and such other documents as we deemed pertinent. We have also made such examination of law as we have felt necessary in order to render this opinion.

We are of the opinion and advise you that, upon their issuance in accordance with the Plan, the shares of Common Stock being registered will be legally issued, fully paid and nonassessable.

This opinion does not pass on the application of the "Blue Sky" or securities law of the various states.

We hereby consent that this opinion may be filed as an exhibit to the Registration Statement. We further consent to the use of our name and to all references to us included in or made a part of the Registration Statement.

Yours very truly,

DAVIS, MALM & D'AGOSTINE, P.C.

By: /s/ C. Michael Malm

C. Michael Malm,  
Managing Director

CMM/JDC/ms

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 16, 2006, relating to the financial statements and financial statement schedule of Clean Harbors, Inc. and management's report on the effectiveness of internal control over financial reporting appearing in the Annual Report on Form 10-K of Clean Harbors, Inc. for the year ended December 31, 2005.

/s/ *DELOITTE & TOUCHE LLP*

Boston, Massachusetts

May 22, 2006

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 31, 2005 relating to the consolidated financial statements and financial statement schedule of Clean Harbors, Inc., which appears in Clean Harbors, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
Boston, Massachusetts  
May 22, 2006

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