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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED
MARCH 31, 1996

Commission File Number 0-16379

CLEAN HARBORS, INC.

(Exact name of registrant as specified in its charter)

Massachusetts	04-2997780
(State of Incorporation)	(IRS Employer Identification No.)

1501 Washington Street, Braintree, MA	02184
(Address of Principal Executive Offices)	(Zip Code)

(617) 849-1800 ext. 4454
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, $.01 par value	9,630,370
(Class)	(Outstanding at May 7, 1996)

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CLEAN HARBORS, INC. AND SUBSIDIARIES

TABLE OF CONTENTS

PART I: FINANCIAL INFORMATION

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME
UNAUDITED
(in thousands except for earnings per share amounts)

	THREE MONTHS ENDED MARCH 31,	
	1996	1995
Revenues	$45,736	$47,150
Cost of revenues	34,882	34,852
Selling, general and administrative expenses	9,174	9,010
Depreciation and amortization	2,527	2,473
Income (loss) from operations	(847)	815
Interest expense, net	2,139	1,972
Loss before benefit from income taxes	(2,986)	(1,157)
Benefit from income taxes	(1,344)	(567)
Net loss	$(1,642)	$ (590)
Net loss per common and common equivalent share	$ (.18)	$ (.07)
Weighted average common and common equivalent shares outstanding	9,560	9,445

The accompanying notes are an integral part of these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(in thousands)

	MARCH 31, 1996 (Unaudited)	DECEMBER 31, 1995
ASSETS		
Current assets:		
Cash	$ 252	$ 225
Restricted investments	1,752	2,460
Accounts receivable, net of allowance for doubtful accounts	44,583	48,417
Prepaid expenses	2,174	2,039
Supplies inventories	3,049	2,970
Income tax receivable	800	722
Deferred tax asset	3,759	2,415
Total current assets	56,369	59,248
Property, plant and equipment:		
Land	8,380	8,364
Buildings and improvements	39,895	39,770
Vehicles and equipment	77,751	77,384
Furniture and fixtures	2,155	2,155
Construction in progress	1,551	1,317
	129,732	128,990
Less - Accumulated depreciation and amortization	56,361	54,256
Net property, plant and equipment	73,371	74,734
Other assets:		
Restricted investments	5,950	5,207
Goodwill, net	22,023	22,202
Permits, net	13,264	13,489
Other	3,475	3,436
Total other assets	44,712	44,334
Total assets	$174,452	$178,316

The accompanying notes are an integral part of
these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(in thousands)

	MARCH 31, 1996 (Unaudited)	DECEMBER 31, 1995
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current maturities of long-term obligations	$ 4,599	$ 3,605
Accounts payable	17,456	18,614
Accrued disposal costs	7,016	7,446
Other accrued expenses	16,899	17,886
Total current liabilities	45,970	47,551
Long-term obligations, less current maturities	69,761	70,391
Stockholders' equity:		
Preferred Stock, $.01 par value:		
Series A Convertible; Authorized-2,000,000 shares; Issued and outstanding - none	---	---
Series B Convertible; Authorized-156,416 shares; Issued and outstanding 112,000 shares at March 31, 1996 and December 31, 1995 (liquidation preference of $5.6 million)	1	1
Common Stock, $.01 par value Authorized - 20,000,000 shares; Issued and outstanding - 9,567,547 shares at March 31, 1996 and 9,524,676 shares at December 31, 1995	96	96
Additional paid-in capital	58,983	58,871
Unrealized loss on restricted investments, net of tax	(18)	(7)
Retained earnings (accumulated deficit)	(341)	1,413
Total stockholders' equity	58,721	60,374
Total liabilities and stockholders' equity	$174,452	$178,316

The accompanying notes are an integral part of these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

UNAUDITED
(in thousands)

	THREE MONTHS ENDED MARCH 31, 1996	1995
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$(1,642)	$ (590)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	2,527	2,473
Deferred income taxes	(1,344)	---
Allowance for doubtful accounts	133	(189)
Amortization of deferred financing costs	154	86
Gain on sale of fixed assets	(2)	(5)
Changes in assets and liabilities:		
Accounts receivable	3,701	3,375
Refundable income taxes	(78)	(770)
Prepaid expenses	(135)	(288)
Supplies inventories	(79)	52
Accounts payable	(1,158)	(1,362)
Accrued disposal costs	(430)	(604)
Other accrued expenses	(987)	374
Net cash provided by operating activities	660	2,552
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property, plant and equipment	(756)	(1,938)
Increase in permits	---	(26)
Proceeds from sale and maturities of restricted investments	689	10
Cost of restricted investments acquired	(743)	(323)
Increase in other assets	(35)	(1,752)
Proceeds from sale of fixed assets	2	5
Net cash used in investing activities	(843)	(4,024)

The accompanying notes are an integral part of
these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
UNAUDITED
(in thousands)

	THREE MONTHS ENDED MARCH 31, 1996	1995

CASH FLOWS FROM FINANCING ACTIVITIES:		
Preferred stock dividend distribution	---	(112)
Issuance of long-term debt	6,667	---
Net borrowings (payments) under long-term revolver	(5,758)	1,463
Payments on long-term obligations	(652)	(196)
Additions to deferred financing costs	(47)	(218)
Net cash provided by financing activities	210	937
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	27	(535)
Cash and equivalents, beginning of year	225	1,000
Cash and equivalents, end of period	$ 252	$ 465
Supplemental Information:		
Non cash investing and financing activities:		
Stock dividend on preferred stock	$ 112	---

The accompanying notes are an integral part of these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
UNAUDITED
(in thousands)

	Series B Preferred Stock		Common Stock					
	Number of Shares	$0.01 Par Value	Number of Shares	$0.01 Par Value	Additional Paid-In Capital	Unrealized Loss on Restric Investments	Retained Earnings (accumulated deficit)	Total Stockholders' Equity
Balance at December 31, 1995	112	$ 1	9,525	$96	$58,871	$ (7)	$ 1,413	$60,374
Preferred stock dividends: Series B	---	---	43	--	112	---	(112)	---
Change in unrealized loss on restricted investments, net on tax	---	---	--	--	--	(11)	--	(11)
Net Loss	---	---	---	--	---	---	(1,642)	(1,642)
Balance at March 31, 1996	112	$ 1	9,568	$96	$58,983	$(18)	$(341)	$58,721

The accompanying notes are an integral part of these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 BASIS OF PRESENTATION

The consolidated interim financial statements included herein have been prepared by the Company, pursuant to the rules and regulations of the Securities and Exchange Commission, and include, in the opinion of management, all adjustments (consisting of only normal recurring accruals) necessary for the fair presentation of interim period results. The operating results for the three months ended March 31, 1996 are not necessarily indicative of those to be expected for the full fiscal year. Reference is made to the audited consolidated financial statements and notes thereto included in Clean Harbors' Report on Form 10-K for the year ended December 31, 1995 as filed with the Securities and Exchange Commission. The year end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by generally accepted accounting principles.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

NET INCOME PER COMMON AND COMMON EQUIVALENT SHARE

Net income per common and common equivalent share is based on net income less preferred stock dividend requirements divided by the weighted average number of common and common equivalent shares outstanding during each of the respective periods. Fully diluted net income per common share has not been presented as the amount would not differ significantly from that presented. Common share equivalents included in the computation represent shares issuable upon assumed exercise of stock options which would have a dilutive effect in periods where there are earnings.

CLEAN HARBORS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

REVENUES

Revenues for the first quarter of 1996 were $45,736,000, down 3% as compared to revenues of $47,150,000 for the first quarter of the prior year. The revenue decline was due to a variety of secular trends impacting both price and volume: competitive industry pricing; continuing efforts by generators of hazardous waste to reduce the amount of hazardous waste they produce; and shipment by generators of waste direct to the ultimate treatment or disposal location. The Company has responded to these industry trends in several ways, primarily by modernizing the Company's facilities to offer more technologically advanced waste treatment alternatives, such as the Kimball incinerator in Nebraska and the Clean Extraction System in Baltimore.

During the first quarter of 1996, the unusually harsh winter weather throughout the entire Northeast and Mid-Atlantic regions significantly affected revenues as many of the Company's client industries postponed field service work. The inclement weather also disrupted waste pick-ups from customers thereby causing a drop in volumes being processed at the waste management facilities.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

At March 31, 1996, the Company had service centers and sales offices located in 24 states and Puerto Rico, and operated 12 waste management facilities. The following table sets forth, for the periods indicated, the Company's revenues by region, based upon the locations of its service centers as of March 31, 1996.

Service Center Revenues By Region
For The Five Quarters Ended March 31, 1996
(in thousands; unaudited)

	1995				1996
	3/31/95	6/30/95	9/30/95	12/31/95	3/31/96
Northeast	$19,693	$21,449	$20,275	$21,362	$17,617
Mid-Atlantic	15,367	16,817	17,317	16,817	13,052
Central	7,138	9,450	9,388	8,936	8,920
Midwest	4,952	7,183	7,418	5,688	6,147
Total	$47,150	$54,899	$54,398	$52,803	$45,736

The Company has expanded its sales force in the Southern, Gulf Coast and West Coast regions. In addition, the first quarter of 1996 reflects new capabilities in the Midwest region with the expanded Chicago waste treatment facility and the Kimball incinerator in Nebraska.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

The following table sets forth for the periods indicated certain operating data associated with the Company's results of operations.

Percentage Of Total Revenues
Three months ended
March 31,

	1996	1995
Revenues	100.0%	100.0%
Cost of revenues:		
Disposal costs paid to third parties	13.2	16.6
Other costs	63.1	57.3
Total cost of revenues	76.3	73.9
Selling, general and administrative expenses	20.1	19.1
Depreciation and amortization of intangible assets	5.5	5.2
Income (loss) from operations	(1.9)	1.7
Other Data:		
Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) (in thousands)	$1,680	$3,288

COST OF REVENUES

One of the largest components of cost of revenues is the cost of sending waste to other companies for disposal. The Company's outside disposal costs decreased to 13.2% of revenue in the first three months of 1996 from 16.6% of revenue in the first three months of 1995. The reduction in outside disposal cost is a result of the acquisition of the Kimball incinerator, which reduced the Company's reliance on third-party disposal outlets. The corresponding increase in other costs resulted from the additional operating costs of the Kimball incinerator and the expansion of the Chicago facility.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company is continuing to implement cost savings plans to reduce operating costs as a percentage of revenue during 1996. Through reengineering, a two-year long effort which began in January 1994, the Company has significantly reduced its cost structure while improving its service quality and competitiveness in the marketplace. These savings will be achieved through introducing new computer systems to strengthen the Company's business processes, exiting non-core businesses, and reducing both the number of offices and the amount of rented space. The Company believes that cost reductions will enable the Company to return to profitability in 1996.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

During 1995, the Company established a sales presence in Alabama, California, Colorado, and Florida and spent considerable sums of money on building marketing campaigns for the Kimball incinerator and the expanded Chicago waste treatment facility. As a result of the Company's strategy to expand geographically, by adding sales offices and service centers in the southern and western parts of the United States, and to add product lines, such as the Kimball incinerator, its sales expenses have increased. Although there continues to be increased costs associated with the expansion efforts, the Company has implemented cost savings programs which have to some extent offset these growth related expenditures. The Company does not anticipate any significant increases during 1996 in selling, general and administrative expenses.

INTEREST EXPENSE

Interest expense increased to $2,139,000 during the first three months of 1996 from the previous years' interest expense of $1,972,000. This increase resulted from an increase in total long-term borrowings as a result of the costs of the acquisition of the Kimball incinerator and the expansion of the Chicago facility.

INCOME TAXES

The effective income tax rate for the three months ended March 31, 1996 was 45% as compared to 49% for the comparable period of 1995. The Company expects its effective income tax rate for the year 1996 to be approximately 47%. The rate fluctuates depending on the amount of income before taxes, as compared to the fixed amount of goodwill amortization and other non-deductible items.

CLEAN HARBORS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FACTORS THAT MAY AFFECT FUTURE RESULTS

From time to time, the Company and employees acting on behalf of the Company make forward-looking statements concerning the expected revenues, results of operations, capital expenditures, capital structure, plans and objectives of management for future operations, and future economic performance. This report contains forward-looking statements. There are many factors which could cause actual results to differ materially from those projected in a forward-looking statement, and there can be no assurance that such expectations will be realized.

The Company's future operating results may be affected by a number of factors, including the Company's ability to: continue to implement the treatment and disposal reengineering program; utilize its facilities and workforce profitably, in the face of intense price competition; successfully increase market share in its existing service territory while expanding its product offerings into other markets; integrate additional hazardous waste management facilities, such as the Kimball incinerator and the expanded Chicago facility; realize benefits from cost reduction programs; and generate incremental volumes of waste to be handled through such facilities from existing sales offices and service centers and others which may be opened in the future.

The future operating results of the Kimball incinerator may be affected by factors such as its ability to: obtain sufficient volumes of waste at prices which produce revenue sufficient to offset the operating costs of the facility; minimize downtime and disruptions of operations; and compete successfully against other incinerators which have an established share of the incineration market.

The Company's operations may be affected by the commencement and completion of major site remediation projects; seasonal fluctuations due to weather and budgetary cycles influencing the timing of customers' spending for remedial activities; the timing of regulatory decisions relating to hazardous waste management projects; secular changes in the process waste industry towards waste minimization and the propensity for delays in the remedial market; suspension of governmental permits; and fines and penalties for noncompliance with the myriad of regulations governing the Company's diverse operations. As a result of these factors, the Company's revenue and income could vary significantly from quarter to quarter, and past financial performance should not be considered a reliable indicator of future performance.

FINANCIAL CONDITION AND LIQUIDITY

The Company has financed its operations and capital expenditures primarily by cash flow from operations and additions to long-term debt. During the three months ended March 31, 1996, the Company spent $756,000 on additions to plant and equipment and construction in progress, as compared to its capital expenditures of $1,938,000 during the same period of the prior year, during which the Company also spent $1,755,000 on the acquisition of the Kimball incinerator. During the three months ended March 31, 1996, net additions to long-term debt were $364,000, as compared to net additions in long-term debt of $1,135,000 during the same period of the previous year.

At December 31, 1995, the Company had a $45,000,000 revolving credit and term loan agreement (the "Loan Agreement") with a financial institution. The Loan Agreement originally provided for a $35,000,000 revolving credit portion (the "Revolver") and a $10,000,000 term promissory note (the "Term Note"). On March 20, 1996, the Loan Agreement was amended to increase the Term Loan from its amortized balance of $8,333,000 to $15,000,000 and decrease the revolving portion to $30,000,000. This amendment allows the Company greater availability under the Loan Agreement. The new Term Note is payable in 60 monthly installments, commencing April 1, 1996. Monthly principal payments are $250,000. The Revolver allows the Company to borrow up to $30,000,000 in cash and letters of credit. Letters of credit may not exceed $20,000,000 at any one time. The Revolver has a three-year term with an option to renew annually.

The Loan Agreement terms include a borrowing limit, which fluctuates depending on the level of accounts receivable which collatoralize the Loan Agreement. The borrowing availability within each month will fluctuate significantly depending on the level of business activity, when during the month the bills are sent, the resulting amount of accounts receivable, and the usage of letters of credit. The Loan Agreement terms allow the Company to make regularly scheduled payments of principal and interest on its other indebtedness for borrowed money (including leases), to pay dividends in cash on its preferred stock, to prepay such debt or redeem such preferred stock, and to make acquisitions of other companies, provided that on each of the sixty consecutive days prior thereto, and after giving effect thereto, the Company shall maintain borrowing availability in excess of $4,500,000. In anticipation of making the semiannual interest payment due in May, 1996 on its $50,000,000, 12.50% Senior Notes, the Company requested that its lender waive compliance with the Loan Agreement covenant requiring $4,500,000 of excess availability, which was granted in March, 1996.

Dividends on the Company's Series B Convertible Preferred Stock are payable on the 15th day of January, April, July and October, at the rate of $1.00 per share, per quarter; 112,000 shares are outstanding. Under the terms of the preferred stock, the Company can elect to pay dividends in cash or in common stock with a market value equal to the amount of the dividend payable. The Company elected to pay the April 15, 1996 dividend in common stock. The market value of the common stock as of the April, 1996 record date of such dividend was $2.9375. Accordingly, the Company issued 38,130 shares of common stock to the holders of the preferred stock. The Company anticipates that the preferred stock dividends payable through 1996 will be paid in common stock.

Although the Company's liquidity will be constrained after making the May, 1996 interest payment, the Company believes it has adequate liquidity for its ongoing operations and planned capital needs. The Company operations along with the provisions of the amended Loan Agreement are expected to produce cash flow in excess of the amounts required to finance its operations and its capital expenditures during 1996. In addition, the Company expects to realize net cash savings of approximately $3,300,000, primarily from the tax savings and the sale of certain office and maintenance facilities. It is expected that capital expenditures in 1996 will be approximately $6,000,000.

CLEAN HARBORS, INC. AND SUBSIDIARIES

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

No reportable events have occurred which would require modification of the discussion under Item 3 - Legal Proceedings contained in the Company's Report on Form 10-K for the Year Ended December 31, 1995.

ITEM 2- CHANGES IN SECURITIES

None

ITEM 3 - DEFAULTS UPON SENIOR DEBT

None

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5 - OTHER INFORMATION

None

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

A) Exhibit 11 - Computation of Net Income per Share.

Exhibit 27 - Financial Data Schedule.

B) Reports on Form 8-K - None

CLEAN HARBORS, INC. AND SUBSIDIARIES

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Clean Harbors, Inc.

Registrant

Dated: May 13, 1996 By: /s/ Alan S. McKim

Alan S. McKim
President and
Chief Executive Officer

Dated: May 13, 1996 By: /s/ Stephen H. Moynihan

Stephen H. Moynihan
Vice President and Treasurer
(principal financial and
accounting officer)

CLEAN HARBORS, INC. AND SUBSIDIARIES

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Clean Harbors, Inc.

Registrant

Dated: May 13, 1996 By:

Alan S. McKim
President and
Chief Executive Officer

Dated: May 13, 1996 By:

Stephen H. Moynihan

Vice President and Treasurer
(principal financial and
accounting officer)

EXHIBIT 11

CLEAN HARBORS, INC. AND SUBSIDIARIES
COMPUTATION OF NET INCOME PER SHARE
FOR THE QUARTERS ENDED MARCH 31, 1996 & MARCH 31, 1995
(IN THOUSANDS)

	THREE MONTHS ENDED MARCH 31, 1996	THREE MONTHS ENDED MARCH 31, 1995
Net loss	$(1,642)	$ (590)
Less preferred dividends accrued	112	111
Adjusted net loss	(1,754)	$ (701)
Loss per common and common equivalent share:		
Weighted average number of shares outstanding	9,560	9,431
Incremental shares for stock options under treasury stock method	---	14
Weighted average number of common and common equivalent shares outstanding	9,560	9,445
Net loss per common and common equivalent share	$ (.18)	$ (.07)
Loss per common and common equivalent share - assuming full dilution:		
Weighted average number of shares outstanding	9,560	9,431
Incremental shares for stock options under treasury stock method	---	14
Weighted average number of common and common equivalent shares outstanding - assuming full dilution	9,560	9,445
Net loss per common and common equivalent share - assuming full dilution	$ (.18)	$ (.07)

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