

WASTE CONNECTIONS INC/DE
Form 4
May 20, 2005

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 *
MITTELSTAEDT RONALD J

2. Issuer Name and Ticker or Trading Symbol
WASTE CONNECTIONS INC/DE [WCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
35 IRON POINT CIRCLE, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2005

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

FOLSOM, CA 95630

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/18/2005		M			67,710	A	\$ 18.53	338,335	D	
Common Stock	05/18/2005		S			67,710	D	\$ 36.9284	270,625	D	
Common Stock	05/19/2005		M			16,200	A	\$ 18.53	286,825	D	
Common Stock	05/19/2005		S			16,200	D	\$ 36.8712	270,625	D	
Common Stock	05/19/2005		M			60,000	A	\$ 21.75	330,625	D	

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Common Stock	05/19/2005	S	60,000	D	\$ 36.8712	270,625	D
Common Stock	05/18/2005	G V	15,000	D	\$ 0 ⁽¹⁾	255,625	D

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

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(9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.53	05/18/2005		M	67,710	07/18/2003 ⁽²⁾	07/18/2012	Common Stock	67,710 ⁽³⁾
Employee Stock Option (Right to Buy)	\$ 18.53	05/19/2005		M	16,200	07/18/2003 ⁽²⁾	07/18/2012	Common Stock	16,200 ⁽³⁾
Employee Stock Option (Right to Buy)	\$ 21.75	05/19/2005		M	60,000	02/20/2004 ⁽⁵⁾	02/20/2013	Common Stock	60,000 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITTELSTAEDT RONALD J 35 IRON POINT CIRCLE	X		Chief Executive Officer	

SUITE 200
FOLSOM, CA 95630

Signatures

Ronald
Mittelstaedt 05/20/2005

**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) This was a gift to a charitable foundation.
- (2) Option for 178,814 shares, 1/3 exercisable 7/18/03, 7/18/04 and 7/18/05
This option was previously reported as an option for 119,209 shares of common stock at an exercise price of \$27.79 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 26, 2004, which was payable on June 24, 2004, to all holders of record of common stock on June 10, 2004. Accordingly, on June 24, 2004, the date the stock dividend was paid, the option became exercisable for 178,814 shares at an exercise price of \$18.53 per share.
- (3) The zero in Table II, Column 8 is a placeholder only that is required by the EDGAR software and should be disregarded.
- (4) Option for 167,903 shares, 1/3 exercisable 2/20/04, 2/20/05 and 2/20/06
This option was previously reported as an option for 111,935 shares of common stock at an exercise price of \$32.62 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 26, 2004, which was payable on June 24, 2004, to all holders of record of common stock on June 10, 2004. Accordingly, on June 24, 2004, the date the stock dividend was paid, the option became exercisable for 167,903 shares at an exercise price of \$21.75 per share.
- (6)

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.