

WASTE CONNECTIONS INC/DE
Form 4
May 18, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DUPREAU EUGENE V

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)
05/16/2006

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

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	05/16/2006		M			14,450	A	\$ 18.53	126,160	D	
Common Stock	05/16/2006		S			14,450	D	\$ 39.965	111,710	D	
Common Stock	05/17/2006		M			2,655	A	\$ 18.53	114,365	D	
Common Stock	05/17/2006		S			2,655	D	\$ 39.9776	111,710	D	
Common Stock	05/17/2006		M			15,402	A	\$ 21.75	127,112	D	

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Common Stock	05/17/2006	M	3,200	A	\$ 24.93	114,910	D
Common Stock	05/17/2006	S	3,200	D	\$ 39.9776	111,710	D
Common Stock	05/18/2006	M	21,300	A	\$ 24.93	133,010	D
Common Stock	05/18/2006	D	21,300	D	\$ 39.9082	111,710	D
Common Stock	05/17/2006	S	15,402	D	\$ 39.9776	111,710	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)

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	05/16/2006		M	14,450	07/18/2003 ⁽¹⁾	07/18/2012	Common Stock	14,450 ⁽²⁾
Employee Stock Option (Right to Buy)	\$ 18.53	05/17/2006		M	2,655	07/18/2003 ⁽¹⁾	07/18/2012	Common Stock	2,655 ⁽²⁾
Employee Stock Option (Right to Buy)	\$ 21.75	05/17/2006		M	15,402	02/20/2004 ⁽⁴⁾	02/20/2013	Common Stock	15,402 ⁽⁵⁾
	\$ 24.93	05/17/2006		M	3,200	02/03/2005 ⁽⁶⁾	02/03/2014		

Employee
Stock
Option
(Right to
Buy)

Common 3,20
Stock (7)

Employee
Stock
Option \$ 24.93 05/18/2006 M 21,300 02/03/2005⁽⁶⁾ 02/03/2014
(Right to
Buy)

Common 21,3
Stock (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUPREAU EUGENE V 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630	X			

Signatures

Eugene Dupreau 05/18/2006

**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) Option for 51,314 options, 1/3 exercisable 7/18/03, 7/18/04 and 7/18/05.

This option was previously reported as an option for 34,209 shares of common stock at an exercise price of \$27.80 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 25, 2004, which was payable on June 24, 2004, to all holders of record of common stock on June 10, 2004. Accordingly, on June 10, 2004, the date the stock dividend was paid, the option became exercisable for 51,314 shares at an exercise price of \$18.53 per share.

(3) The zero in table 2, item 8 is required by the EDGAR software and should be disregarded.

(4) Option for 55,403 options 1/3 exercisable 2/20/04, 2/20/05 and 2/20/06.

This option was previously reported as an option for 36,935 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 10, 2004, the date the stock dividend was paid, the option became exercisable for 55,403 shares at an exercise price of \$21.75 per share.

(6) Option for 52,500 options 1/3 exercisable 2/3/05, 2/3/06 and 2/3/07.

This option was previously reported as an option for 35,000 shares of common stock at an exercise price of \$37.40 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 24, 2004. Accordingly, on June 10, 2004, the date the stock dividend was paid, the option became exercisable for 52,500 shares at an exercise price of \$24.93 per share.

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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