

WASTE CONNECTIONS INC/DE
Form 4
November 01, 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 *
BOUCK STEVEN F

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)
10/28/2005

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

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 Indirect Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	10/28/2005		M		1,875	A	\$ 18.53
Common Stock	10/28/2005		M		10,598	A	\$ 21.75

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

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SEC 1474
(9-02)

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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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.53	10/28/2005		M	1,875	07/18/2003 ⁽⁴⁾ 07/18/2012	Common Stock	1,875 ⁽⁵⁾
Employee Stock Option (Right to Buy)	\$ 21.75	10/28/2005		M	10,598	02/20/2004 ⁽¹⁾ 02/20/2013	Common Stock	10,598 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOUCK STEVEN F 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630			President	

Signatures

Steve Bouck 11/01/2005
 **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) Option for 10,598 shares, originally vesting 1/3 per year for three years 2/20/04, 2/20/05 and 2/20/06. Option accelerated 10/27/05 with 4,598 of these shares subject to a resale restriction agreement until 2/20/06.
- (2) The zero in Table II, Column 8 is a placeholder only that is required by the EDGAR software and should be disregarded.
- (3) This option was previously reported as an option for 7,065 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 25, 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

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for 10,598 shares at an exercise price of \$21.75 per share.

- (4) Option for 1,875 shares, 1/3 exercisable 7/18/03, 7/18/04 and 7/18/05.

This option was previously reported as an option for 1250 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 24, 2004, the date the stock dividend was paid, the option became exercisable for 1875 shares at an exercise price of \$18.53 per share.

- (5)

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.