

WASTE MANAGEMENT INC

Form 8-K

February 11, 2005

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):** February 11, 2005

**Waste Management, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

Delaware <b>(State or Other Jurisdiction of Incorporation)</b>	1-12154 <b>(Commission File Number)</b>	73-1309529 <b>(IRS Employer Identification No.)</b>
1001 Fannin, Suite 4000 Houston, Texas <b>(Address of Principal Executive Offices)</b>		77002 <b>(Zip Code)</b>

**Registrant's Telephone number, including area code:** (713) 512-6200

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On February 11, 2005, Waste Management, Inc. (the Company ) filed a prospectus supplement pursuant to Rule 424 of the Securities Act of 1933, as amended, to its registration statement on Form S-3 (No. 333-97697) (the Registration Statement ), to register the issuance of 148,560 shares of its common stock, par value \$0.01 per share (the Common Stock ), upon exercise of an outstanding warrant to purchase shares of Common Stock of the Company.

The Company is filing a legal opinion issued in connection with the issuance of its shares of Common Stock as exhibit 5.1, to be incorporated by reference into the Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

5.1 Opinion of John S.Tsai

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**SIGNATURES**

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

Date: February 11, 2005

WASTE MANAGEMENT, INC.

By: /s/ Rick Wittenbraker

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Rick L Wittenbraker, *Senior Vice  
President*

**Exhibit Index**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
5.1	Opinion of John S. Tsai