

Shea Patrick James
 Form 3
 March 04, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Shea Patrick James | | (Month/Day/Year) | WASTE CONNECTIONS INC/DE [WCN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/23/2008 | | |
| 35 IRON POINT CIRCLE, SUITE 200 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| FOLSOM, CA 95630 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | General Counsel & Secretary | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,047 | D | ^ |
| Common Stock | 2,250 ⁽¹⁾ | D | ^ |
| Common Stock | 1,320 ⁽²⁾ | D | ^ |
| Common Stock | 3,000 ⁽³⁾ | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | 02/23/2007 | 02/23/2014 | Common Stock | 7,500 | \$ 17.23 | D | Â |
| Employee Stock Option (Right to Buy) | 02/23/2008 | 02/23/2010 | Common Stock | 5,000 | \$ 22.01 | D | Â |
| Employee Stock Option (Right to Buy) | 02/14/2007 ⁽⁴⁾ | 02/14/2016 | Common Stock | 4,500 | \$ 23.17 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shea Patrick James 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630 | Â | Â | Â General Counsel & Secretary | Â |

Signatures

Patrick Shea 03/04/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 represents restricted stock units originally awarded 2/14/06. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. Subject to the reporting person's continued service with the issuer, the remainder of the award shall vest and the underlying shares of common stock shall be issued in three equal installments commencing 2/14/09.

(2) This represents restricted stock units originally awarded 2/1/07. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. Subject to the reporting person's continued service with the issuer, the remainder of the award shall vest and the underlying shares of common stock shall be issued in four equal installments commencing 2/1/09.

(3) This represents restricted stock units awarded 2/5/08. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. Subject to the reporting person's continued service with the issuer, the award shall vest and the underlying shares of common stock shall be issued in five equal installments commencing 2/5/09.

(4) This is an option for 4,500 shares with 1/4 exercisable 2/14/07, 2/14/08, 2/14/09 and 2/14/10.

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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