## Edgar Filing: ODONNELL LAWRENCE III - Form 4

ODONNELI Form 4 January 31, 2	L LAWRENCE II 2005	I								
FORN	1							OMB A	PPROVAL	
-	UNITEDS	Washington, D.C. 20549						OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont	6. r Filed purs	suant to Section	<b>SECUR</b> 16(a) of th	GES IN BENEFICIAL OWN SECURITIES 6(a) of the Securities Exchange tility Holding Company Act of 1				Expires: Estimated a burden hou response n	urs per	
See Instru 1(b).		30(h) of the	Investment	Company	y Act	of 194	40			
(Print or Type F	Responses)									
ODONNELL LAWRENCE III Symbol WAST			ssuer Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			WASTE MANAGEMENT INC [WMI]				(Check all applicable)			
			below)				Officer (give below)	ve title 10% Owner Other (specify below) sident and COO		
			Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON	, TX 77002						_X_ Form filed by W Form filed by M Person			
(City)	(State) (	(Zip) Ta	ble I - Non-E	Derivative S	Securi	ties Aco	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction(A) or Disposed of Code (D)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
G			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	01/27/2005		А	23,335	А	\$0	90,742.6641	D		
Common Stock							3,528.4826	Ι	By 401(k) Plan	

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

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
ODONNELL LAWRENCE III							
1001 FANNIN			President				
SUITE 4000			and COO				
HOUSTON, TX 77002							
Signatures							

Date

Linda J. Smith, attorney-in-fact 01/31/2005

\*\*Signature of Reporting Person

## **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) Restricted stock units granted pursuant to the Waste Management, Inc. 2004 Stock Incentive Plan. Award vests in 25% annual increments, commencing on the first anniversary of the date of grant.

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.