

WASTE MANAGEMENT INC

Form FWP

March 04, 2008

Filed Pursuant to Rule 433  
Issuer Free Writing Prospectus dated March 3, 2008 Relating to  
Preliminary Prospectus Supplement dated March 3, 2008  
to Prospectus dated September 22, 2006  
Registration Statement No. 333-137526

**Final Pricing Term Sheet**  
**6.10% Senior Notes Due 2018**

Issuer:	Waste Management, Inc.
Guarantor:	Waste Management Holdings, Inc.
Size:	\$600,000,000
Maturity:	March 15, 2018
Coupon:	6.10%
Price:	99.598% of face amount
Yield to maturity:	6.154%
Spread to Benchmark Treasury:	2.60%
Benchmark Treasury:	3.50% 2/15/2018
Benchmark Treasury Price and Yield:	99-17+3.554%
Interest Payment Dates:	Semi-annually on March 15th and September 15th, commencing September 15, 2008
Redemption Provisions:	
Optional Redemption:	At any time for an amount equal to the greater of (1) 100% of the principal amount of the notes redeemed and repaid, or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes discounted to the redemption date at the applicable Treasury Yield plus 40 basis points.
Change of Control Put:	A put right upon the occurrence of a change of control triggering event as described in the Preliminary Prospectus Supplement dated March 3, 2008
Settlement:	T+3; March 6, 2008
CUSIP:	94106L AS8
Joint Book-Running and Joint Lead Managers	Banc of America Securities LLC J. P. Morgan Securities Inc.

Greenwich Capital Markets, Inc.

Co-Managers

Barclays Capital Inc.  
BNP Paribas Securities Corp.  
Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.  
Goldman, Sachs & Co.  
Scotia Capital (USA) Inc.

Anticipated Ratings:

Moody's: Baa3 (Stable)  
S&P: BBB (Stable)  
Fitch: BBB (Stable)

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) and prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free at 1-800-294-1322, J.P. Morgan Securities Inc. collect at (212) 834-4533 or Greenwich Capital Markets, Inc. toll-free at 1-866-884-2071.**

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