

EVANS ROBERT D
Form 4
May 17, 2005

FORM 4

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

OMB APPROVAL

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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 *
EVANS ROBERT D

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

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(Street)
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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 05/13/2005 | | M | | | 4,800 | A | \$ 14.67 | 6,800 | D | |
| Common Stock | 05/13/2005 | | S | | | 4,800 | D | \$ 36.5083 | 2,000 | D | |
| Common Stock | 05/16/2005 | | M | | | 10,200 | A | \$ 14.67 | 12,200 | D | |
| Common Stock | 05/16/2005 | | S | | | 10,200 | D | \$ 36.5 | 2,000 | D | |

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

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(9-02)

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 14.67 | 05/13/2005 | | M | 4,800 | 06/04/2002 | 06/04/2012 | Common Stock | 4,800 <u>(1)</u> |
| Employee Stock Option (Right to Buy) | \$ 14.67 | 05/16/2005 | | M | 10,200 | 06/04/2002 | 06/04/2012 | Common Stock | 10,200 <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| EVANS ROBERT D 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630 | Director 10% Owner Officer Executive Vice President |

Signatures

Robert D. Evans 05/16/2005
 **Signature of Date
 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)

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This option was previously reported as an option for 60,000 shares at an exercise price of \$22.01 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 26, 2004, which was payable on June 24, 2004, to all holders of record of common stock on June 10, 2004. Accordingly, in June 24, 2004, the date the dividend was paid, the option became exercisable for 90,000 shares at an exercise price of \$14.67 per share.

(2) The zero in Table II, Column 8 is a placeholder only that is required by the EDGAR software and should be disregarded.

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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