

MITTELSTAEDT RONALD J
Form 4
May 02, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
MITTELSTAEDT RONALD J

2. Issuer Name and Ticker or Trading Symbol
WASTE CONNECTIONS INC/DE [WCN]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Last) (First) (Middle)
35 IRON POINT CIRCLE, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/30/2007		M		3,106	A	\$ 12.35
Common Stock	04/30/2007		S		3,106	D	\$ 31.7639
Common Stock	05/01/2007		M		86,300	A	\$ 12.35
Common Stock	05/01/2007		S		86,300	D	\$ 30.9456
Common Stock	05/01/2007		M		24,281	A	\$ 12.35

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Common Stock	05/01/2007	S	24,281	D	\$ 30.9456	430,140	D
Common Stock	05/01/2007	M	107,975	A	\$ 14.5	538,115	D
Common Stock	05/01/2007	S	107,975	D	\$ 30.9456	430,140	D
Common Stock	05/02/2007	M	53,880	A	\$ 14.5	484,020	D
Common Stock	05/02/2007	S	53,880	D	\$ 31.0424	430,140	D
Common Stock	05/02/2007	M	6,897	A	\$ 14.5	437,037	D
Common Stock	05/02/2007	S	6,897	D	\$ 31.0424	430,140	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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Employee Stock Option (Right to Buy)	\$ 12.35	04/30/2007		M	3,106 ⁽¹⁾	10/27/2005 07/18/2012	Common Stock	3,106	
Employee Stock Option (Right to Buy)	\$ 12.35	05/01/2007		M	86,300 ⁽¹⁾	10/27/2005 07/18/2012	Common Stock	86,300 ⁽¹⁾	
Employee Stock Option	\$ 12.35	05/01/2007		M	24,281 ⁽³⁾	10/27/2005 07/18/2012	Common Stock	24,281 ⁽³⁾	

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Accordingly, on March 13, 2007, the number of shares purchasable on exercise of the option and its exercise price, as originally reported, were adjusted to 251,855 shares and \$14.50 per share, respectively.

This option was originally reported as an option for 3,065 shares of common stock at an exercise price of \$32.62 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective June 24, 2004 and March 13, 2007.

- (5) Accordingly, on March 13, 2007, the number of shares purchasable on exercise of the option and its exercise price, as originally reported, were adjusted to 6,897 shares and \$14.50 per share, respectively.

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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