

WASTE CONNECTIONS INC/DE
 Form 4
 November 03, 2008

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 *
BOUCK STEVEN F

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2008

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

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 | 10/30/2008 | | M | | | 37,500 | A | \$ 11.14 | 376,055 | D | |
| Common Stock | 10/30/2008 | | S | | | 37,500 | D | \$ 32.0374 | 338,555 | D | |
| Common Stock | 10/30/2008 | | S | | | 31,400 | D | \$ 32.0374 | 307,155 | D | |
| Common Stock | 10/31/2008 | | M | | | 14,200 | A | \$ 10.63 | 321,355 | D | |
| Common Stock | 10/31/2008 | | S | | | 14,200 | D | \$ 32.3737 | 307,155 | D | |

Common Stock 10/31/2008 S 18,596 D \$ 32.3737 288,559 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) | \$ 11.14 | 10/30/2008 | | M | 37,500 | 01/29/2005 01/29/2011 | Common Stock 37,500 ⁽²⁾ |
| Employee Stock Option (Right to Buy) | \$ 10.63 | 10/31/2008 | | M | 14,200 | 02/01/2005 02/01/2012 | Common Stock 14,200 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| BOUCK STEVEN F 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630 | | | President | |

Signatures

Steve Bouck 11/03/2008

**Signature of Reporting Person

Date

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

This option was previously reported as an option for 70,000 shares of common stock at an exercise price of \$25.06 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.

(2) Accordingly, on March 13, 2007, the date the stock dividend was paid, the option became exercisable for 157,500 shares at an exercise price of \$11.14 per share.

The option was previously reported as an option for 81,250 shares of common stock at an exercise price of \$23.91 per share, but was

(3) 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. Accordingly, on March 13, 2007, the date the stock dividend was paid, the option became exercisable for 182,813 shares an an exercise price of \$10.63 per share.

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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