

WASTE CONNECTIONS INC/DE  
 Form 4  
 November 01, 2005

**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 \*  
 CHAMBLISS DARRELL W

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 Operating Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/28/2005

C/O WASTE CONNECTIONS INC, 35 IRON POINT CIRCLE, SUITE 200

(Street)

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

FOLSOM, CA 95630

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 10/28/2005                           |  | M                              | A   | \$ 4,598 21.75  | D  |                                   |
| Common Stock                    | 10/28/2005                           |  | M                              | A   | \$ 4,010 24.93  | D  |                                   |
| Common Stock                    | 10/28/2005                           |  | M                              | A   | \$ 3,029 33.01  | D  |                                   |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 21.75 <sup>(1)</sup>                                | 10/28/2005                           |  | M                              | 4,598   | 02/20/2005 <sup>(2)</sup> 02/20/2013                     | Common Stock  | 4,598                      |
| Employee Stock Option (right to buy)       | \$ 24.93 <sup>(4)</sup>                                | 10/28/2005                           |  | M                              | 4,010   | 10/27/2005 <sup>(5)</sup> 02/03/2014                     | Common Stock  | 4,010                      |
| Employee Stock Option (right to buy)       | \$ 33.01   | 10/28/2005                           |  | M                              | 3,029   | 10/27/2005 <sup>(6)</sup> 02/23/2015                     | Common Stock  | 3,029                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| CHAMBLISS DARRELL W<br>C/O WASTE CONNECTIONS INC<br>35 IRON POINT CIRCLE, SUITE 200<br>FOLSOM, CA 95630 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Darrell Chambliss 11/01/2005

\_\_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) This option was previously reported as an option for 7,065 shares at an exercise price of \$32.62 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 25, 2004, which was payable on June 24, 2004, to all holders of record of common stock on June 10, 2004. Accordingly, on June 24, 2004, the date the stock dividend was paid, the option became exercisable for 10,598 shares at an exercise price of \$21.75 per share.
  - (2) Option for 10,598 shares, originally vesting 1/3 per year for 3 years on 2/20/04, 2/20/05 and 2/20/06. Option was accelerated on 10/27/05 to become fully vested immediately, with 4,598 of these shares subject to a resale restriction until 2/20/06.
  - (3) The zeros in column 8 of Table II are placeholders only that are required by the EDGAR software and should be disregarded.
    - (4) This option was previously reported as an option for 2,673 shares at an exercise price of \$37.40 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 25, 2004, which was payable on June 24, 2004 to all holders of record of common stock on June 10, 2004. Accordingly, on June 24, 2004, the date the stock dividend was paid, the option became exercisable for 4,010 shares at an exercise price of \$24.93 per share.
    - (5) Option for 4,010 shares, originally vesting on 2/3/07. Option was accelerated on 10/27/05 to become fully vested immediately, with these shares subject to a resale restriction until 2/20/06.
    - (6) Option for 3,029 shares, originally vesting on 2/23/08. Option was accelerated on 10/27/05 to become fully vested immediately, with these shares subject to a resale restriction until 2/20/06.

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.