

WASTE CONNECTIONS INC/DE
Form 4
February 27, 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 *
DUPREAU EUGENE V

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

35 IRON POINT CIRCLE, SUITE 200

02/26/2008

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/26/2008 | | M | | 42,000 | A | \$ 22.01 |
| Common Stock | 02/26/2008 | | S | | 42,000 | D | \$ 30.5137 |
| Common Stock | 02/26/2008 | | M | | 4,500 | A | \$ 23.17 |
| Common Stock | 02/26/2008 | | S | | 4,500 | D | \$ 30.5137 |
| Common Stock | 02/26/2008 | | S | | 32,109 | D | \$ 30.5137 |

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 22.01 | 02/26/2008 | | M | 42,000 ⁽¹⁾ | 10/27/2005 | 02/23/2015 | Common Stock | 42,000 ⁽¹⁾ |
| Employee Stock Option (Right to Buy) | \$ 23.17 | 02/26/2008 | | M | 4,500 ⁽⁴⁾ | 02/14/2007 ⁽³⁾ | 02/14/2016 | Common Stock | 4,500 ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DUPREAU EUGENE V 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630 | X | | | |

Signatures

Eugene Dupreau 02/27/2008
 **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).

This option was originally reported as an option for 42,000 shares at an exercise price of \$33.01 per share, but was adjusted to reflect

(1) WCI's two 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 option became exercisable for 63,000 shares at an exercise price of \$22.01 per share.

(2) The zero in Table 2, Item 8 is required by the EDGAR software and should be disregarded.

(3) Option for 18,000 shares, 1/4 exercisable 2/14/07, 2/14/08, 2/14/09 and 2/14/10.

This option was originally reported as an option for 12,000 shares at an option price of \$34.76 per share, but was adjusted to reflect WCI's

(4) 3-for-2 stock split in the form of a 50% stock dividend effective March 13, 2007. Accordingly, on March 13, 2007, the option became exercisable for 18,000 shares at an exercise price of \$23.17 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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