

WASTE MANAGEMENT INC

Form 4

December 06, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS CHARLES E

2. Issuer Name **and** Ticker or Trading
Symbol
WASTE MANAGEMENT INC
[WMI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1001 FANNIN, SUITE 4000

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2004

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Senior Vice President

HOUSTON, TX 77002

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	12/03/2004		M		100,000	A	\$ 14.8125	141,981.8555	D
Common Stock	12/03/2004		S		400	D	\$ 29.86	141,581.8555	D
Common Stock	12/03/2004		S		2,400	D	\$ 29.85	139,181.8555	D
Common Stock	12/03/2004		S		1,275	D	\$ 29.84	137,906.8555	D
Common Stock	12/03/2004		S		5,300	D	\$ 29.83	132,606.8555	D

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Common Stock	12/03/2004	S	4,100	D	\$ 29.82	128,506.8555	D
Common Stock	12/03/2004	S	11,700	D	\$ 29.81	116,806.8555	D
Common Stock	12/03/2004	S	22,100	D	\$ 29.8	94,706.8555	D
Common Stock	12/03/2004	S	4,400	D	\$ 29.79	90,306.8555	D
Common Stock	12/03/2004	S	9,500	D	\$ 29.78	80,806.8555	D
Common Stock	12/03/2004	S	300	D	\$ 29.77	80,506.8555	D
Common Stock	12/03/2004	S	6,900	D	\$ 29.76	73,606.8555	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 of Number of Shares
Stock Option (Right to Buy) ⁽¹⁾	\$ 14.8125	12/03/2004		M	100,000	02/28/2001 02/28/2010	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILLIAMS CHARLES E 1001 FANNIN SUITE 4000	Senior Vice President

HOUSTON, TX 77002

Signatures

Charles E.
Williams

12/06/2004

__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) Stock option granted pursuant to Waste Management, Inc. 1993 Stock Incentive Plan. Stock option vests in 25% annual increments, commencing on the first anniversary of the date of grant.

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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