

WASTE CONNECTIONS INC/DE
 Form 4
 November 01, 2005

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating Officer

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 | 4,598 | A \$ 21.75 | 72,721 | D |
| Common Stock | 10/28/2005 | | M | 4,010 | A \$ 24.93 | 76,731 | D |
| Common Stock | 10/28/2005 | | M | 3,029 | A \$ 33.01 | 79,760 | D |

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

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SEC 1474 (9-02)

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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 ⁽¹⁾ | 10/28/2005 | | M | 4,598 | 02/20/2005 ⁽²⁾ 02/20/2013 | Common Stock | 4,598 |
| Employee Stock Option (right to buy) | \$ 24.93 ⁽⁴⁾ | 10/28/2005 | | M | 4,010 | 10/27/2005 ⁽⁵⁾ 02/03/2014 | Common Stock | 4,010 |
| Employee Stock Option (right to buy) | \$ 33.01 | 10/28/2005 | | M | 3,029 | 10/27/2005 ⁽⁶⁾ 02/23/2015 | Common Stock | 3,029 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHAMBLISS DARRELL W C/O WASTE CONNECTIONS INC 35 IRON POINT CIRCLE, SUITE 200 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.

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