

MITTELSTAEDT RONALD J
 Form 4
 November 01, 2010

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 *
MITTELSTAEDT RONALD J

2. Issuer Name and Ticker or Trading Symbol
**WASTE CONNECTIONS, INC.
 [WCN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2295 IRON POINT ROAD, SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/28/2010

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/28/2010		M		38,057	A	\$ 22.01
							166,255
Common Stock	10/28/2010		S		38,057	D	\$ 40.7693
							128,198
Common Stock	10/28/2010		M		4,544	A	\$ 22.01
							132,742
Common Stock	10/28/2010		S		4,544	D	\$ 40.7693
							128,198
Common Stock	10/28/2010		M		60,000	A	\$ 23.17
							188,198

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Common Stock 10/28/2010 S 60,000 D \$ 40.7693 128,198 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.01	10/28/2010		M	38,057 ⁽³⁾	02/23/2006 02/23/2015	Common Stock 38,057
Employee Stock Option (Right to Buy)	\$ 22.01	10/28/2010		M	4,544 ⁽²⁾	02/23/2006 02/23/2015	Common Stock 4,544
Employee Stock Option (Right to Buy)	\$ 23.17	10/28/2010		M	60,000 ⁽⁴⁾	02/14/2007 02/14/2016	Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITTELSTAEDT RONALD J 2295 IRON POINT ROAD SUITE 200 FOLSOM, CA 95630	X		Chief Executive Officer	

Signatures

Ronald
Mittelstaedt

11/01/2010

**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 3,029 shares of common stock at an exercise price of \$33.01 per share, but was adjusted to reflect WCI's 3-for-2 stock split in the form of 50% stock dividends effective March 13, 2007. Accordingly, on March 13, 2007, the date the stock dividend was paid, the option became exercisable for 4,544 shares at an exercise price of \$22.01 per share.

(2) This option was originally reported as an option for 91,971 shares of common stock at an exercise price of \$33.02 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. Accordingly, on March 13, 2007, the option became exercisable for 137,957 shares at an exercise price of \$22.01 per share.

(3) This option was originally reported as an option for 40,000 shares of common stock at an exercise price of \$34.76 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividend effective March 13, 2007. Accordingly, on March 13, 2007, the option became exercisable for 60,000 shares at an exercise price of \$23.17 per share.

(4) 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.