

WASTE CONNECTIONS INC/DE

Form 4

June 11, 2002

|   |   |   |  |
|---|---|---|--|
|   | UNITED STATES SECURITIES AND EXCHANGE<br>COMMISSION<br>Washington, D.C. 20549   |   |  |
| Form 4                                  | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  | OMB APPROVAL<br><br>OMB Number: <u>3235-0287</u><br><br>Expires: <u>December 31, 2001</u><br><br>Estimated average burden<br><br>hours per response 0.5 |  |
|   | 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(f) of the Investment Company Act of 1940<br><br>Check <input type="checkbox"/> this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b) |   |  |
| (Print or Type Responses)               |   |   |  |
| 1. Name and Address of Reporting Person | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><br>Waste Connections Inc. / WCNX   |   |  |
|   |   |   | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |

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| Mittelstaedt, Ronald J.<br><br>(Last) (First) (Middle) | 3. IRS Identification Number of Reporting Person, if an entity (voluntary)     | 4. Statement for Month/Year<br><br>May 2002 | ___X___ Director Owner<br><br>___X___ Officer (give title below)<br><br>___ Other (specify below)<br><br>___ Chairman, President and C.E.O.                   | 10% |         |   |  |   |
|--|--|---|---|-----|---------|---|--|---|
| N20 Coolidge Drive, Suite 350<br><br>(Street)          | 5. If Amendment, Date of Original (Month/Year)                                 |   | 7. Individual or Joint/Group Filing (Check Applicable Line)<br>___X___ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |     |         |   |  |   |
| Folsom, CA 95630<br><br>(City) (State) (Zip)           | Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |   |     |         |   |  |   |
| 1. Title of Security (Instr. 4)                        | 2. Transaction Date (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 at End of Month (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   | 5/10/02  | X(I)  |   |     | 113,859 | D   | \$36.45  |   |
| Common Stock   | 5/10/02  | J(I)  |   |     | 113,859 | A   | 587,053  | D   |
|  |  |   |   |     |         |   |  |   |

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

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

| <b>Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned</b><br><i>(e.g., puts, calls, warrants, options, convertible securities)</i> |                                    |                             |                                |  |   |  |  |
|---|------------------------------------|-----------------------------|--------------------------------|--|---|--|--|
| 1. Title of Derivative Security (Instr. 4)  | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/ | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Ac- | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Securities Underlying Derivative Security |  |
|   |                                    |                             |                                |  |   |  |  |

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|             | Derivative Security | Day/Year | quired (A) or Disposed of (D) (Instr. 3, 4, and 5) |   |     |     | (Month/Day/Year). |                 | (Inst. 4)    |                            |
|-------------|---------------------|----------|--|---|-----|-----|-------------------|-----------------|--------------|----------------------------|
|             |                     |          | Code   | V | (A) | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Call Option | \$36.45             | 5/10/02  | X(1)   |   |     | 1   | 5/10/02           | 5/10/02         | Common Stock | 113,859                    |
|             |                     |          |  |   |     |     |                   |                 |              |                            |
|             |                     |          |  |   |     |     |                   |                 |              |                            |
|             |                     |          |  |   |     |     |                   |                 |              |                            |
|             |                     |          |  |   |     |     |                   |                 |              |                            |
|             |                     |          |  |   |     |     |                   |                 |              |                            |

Explanation of Responses:

(1) In connection with settlement of a call option entered into on May 10, 1999 as part of a zero-cost collar arrangement, the reporting person paid to the option holder, for each of the 113,859 shares of stock subject to the option, the difference between the exercise price of \$35.43 per share and the market price per share on the settlement date (\$36.45). On the same date, the related put option expired unexercised.

/s/ Ronald J. Mittelstaedt      June 10, 2002

\*\*Signature of Reporting Person      Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff

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.