

WASTE CONNECTIONS INC/DE

Form 4

November 01, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAMBLISS DARRELL W

(Last) (First) (Middle)

**C/O WASTE CONNECTIONS
INC, 35 IRON POINT CIRCLE,
SUITE 200**

(Street)

FOLSOM, CA 95630

(City) (State) (Zip)

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

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

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	10/28/2005		M		4,598	A	\$ 21.75
Common Stock	10/28/2005		M		4,010	A	\$ 24.93
Common Stock	10/28/2005		M		3,029	A	\$ 33.01

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

**Persons who respond to the collection of
information contained in this form are not**

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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