

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2008-08-29** | Period of Report: **2008-08-27**
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REPORTING OWNER

MITTELSTAEDT RONALD J

CIK: **1064299**

Type: **4** | Act: **34** | File No.: **001-31507** | Film No.: **081050129**

Mailing Address

*C/O WASTE CONNECTIONS
INC
2260 DOUGLAS BLVD SUITE
280
ROSEVILLE CA 95661*

Business Address

9167722221

ISSUER

WASTE CONNECTIONS INC/DE

CIK: **1057058** | IRS No.: **943283464** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **4953** Refuse systems

Mailing Address

*35 IRON POINT CIRCLE
SUITE 200
FOLSOM CA 95630-3155*

Business Address

*35 IRON POINT CIRCLE
SUITE 200
FOLSOM CA 95630
9166088200*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person MITTELSTAEDT RONALD J			2. Issuer Name and Ticker or Trading Symbol WASTE CONNECTIONS INC/DE [WCN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2008			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
35 IRON POINT CIRCLE, SUITE 200			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	08/27/2008		M		77,479	A	\$16.62	362,202	D	
Common Stock	08/27/2008		S		77,479	D	\$36.087	284,723	D	
Common Stock	08/28/2008		S		99,500	D	\$36.0423	185,223	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$16.62	08/27/2008		M		77,479	(2)	10/25/2007	02/03/2014	Common Stock	77,479	\$ 0 (1)	152,758	D	

Explanation of Responses:

1. The zero in Table II, Column 8 is a placeholder only that is required by the EDGAR software and should be disregarded.

2. This option was previously reported as an option for 102,327 shares of common stock at an exercise price of \$37.40 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 date the stock dividend was paid, the option became exercisable for 230,237 shares at an exercise price of \$16.62 per share.

Signatures

Ronald Mittelstaedt

** Signature of Reporting Person

08/29/2008

Date

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).

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.