

WASTE CONNECTIONS INC/DE
Form 4
February 21, 2008

FORM 4

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

OMB APPROVAL

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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 *
EVANS ROBERT D

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)
35 IRON POINT CIRCLE, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/19/2008		M			20,000	A	\$ 22.01	75,987	D	
Common Stock	02/19/2008		S			20,000	D	\$ 30.6197	55,987	D	
Common Stock	02/20/2008		M			8,700	A	\$ 22.01	64,687	D	
Common Stock	02/20/2008		S			8,700	D	\$ 30.5669	55,987	D	
Common Stock	02/20/2008		M			7,984	A	\$ 23.17	63,971	D	

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Common Stock	02/20/2008	S	7,984	D	\$ 30.5669	55,987	D
Common Stock	02/20/2008	M	263	A	\$ 23.17	56,250	D

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

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(9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.01 (2)	02/19/2008		M	20,000 (2)	10/27/2005	02/23/2015	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 22.01 (2)	02/20/2008		M	8,700 (2)	10/27/2005	02/23/2015	Common Stock	8,700
Employee Stock Option (Right to Buy)	\$ 23.17 (3)	02/20/2008		M	7,984 (3)	02/14/2007 ⁽⁴⁾	02/14/2016	Common Stock	7,984
Employee Stock Option (Right to Buy)	\$ 23.17 (3)	02/20/2008		M	263 (3)	02/14/2007 ⁽⁴⁾	02/14/2016	Common Stock	263

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVANS ROBERT D 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630			Executive Vice President	

Signatures

Robert Evans	02/21/2008
**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 60,000 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 a 50% stock dividends effective March 13, 2007. Accordingly, on March 13, 2007, the date the stock dividend was paid, the option became exercisable for 90,000 shares at an exercise price of \$22.01 per share.
- (2) This option was previously reported as an option for 10,996 shares of common stock at an exercise price of \$34.76 per share, but was adjusted to reflect WCI's 3-for-2 stock split in the form of a 50% stock dividend effective March 13, 2007. Accordingly, on March 13, 2007, the date the stock dividend was paid, the option became exercisable for 16,494 shares at an exercise price of \$23.17 per share.
- (3) This is an option for 16,494 shares with 1/4 exercisable 2/14/07, 2/14/08, 2/14/09 and 2/14/10

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.