#### Edgar Filing: WASTE CONNECTIONS INC/DE - Form 4

#### WASTE CONNECTIONS INC/DE

Form 4

August 14, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** LITTLE JAMES			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			WASTE CONNECTIONS INC/DE [WCN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify			
35 IRON POI 200	NT CIRCLE	E, SUITE	08/12/2008	below) below)  Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
FOLSOM, CA 95630				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

Table 1 - Non-Delivative Securities Acquired, Disposed of, of Deficiently Owned								y Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	equired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Dispos	ed of	(D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
			Code V	Amount	(D)				
Common	08/12/2008		S	60,000	D	\$	29,106	D	
Stock	00/12/2000		5	00,000	ט	37.2257	27,100	D	
_									
Common	08/12/2008		M	60,000	Α	\$ 22.01	89,106	D	
Stock	00/12/2000		171	00,000	А	Ψ 22.01	07,100	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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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		(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.01	08/12/2008		M		60,000	10/27/2005	02/23/2015	Common Stock	60,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LITTLE JAMES 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630

Vice President

## **Signatures**

James Little 08/14/2008

\*\*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 43,942 shares of common stock at an exercise price of \$33.02 per share, but was adjusted to reflect the WCI 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 65,913 shares at an exercise price of \$22.01 per share.

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.

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