#### JACKMAN WORTHING

Form 4 May 02, 2011

## FORM 4

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

**OMB** Number:

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**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, obligations 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 \* JACKMAN WORTHING

2. Issuer Name and Ticker or Trading

Symbol

WASTE CONNECTIONS, INC.

[WCN]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

04/28/2011

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

below) Chief Financial Officer

2295 IRON POINT ROAD, SUITE

(Street)

200

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

FOLSOM, CA 95630

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	omr Dispos (Instr. 3,	sed of		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)
Common Stock	04/28/2011		M	50,625	A	\$ 15.45	161,928	D	
Common Stock	04/28/2011		S	50,625	D	\$ 30.4213	111,303	D	
Common Stock	04/28/2011		M	6,818	A	\$ 14.68	118,121	D	
Common Stock	04/28/2011		S	6,818	D	\$ 30.4213	111,303	D	
Common Stock	04/28/2011		M	41,933	A	\$ 14.68	153,236	D	

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Common Stock 04/28/2011 S 41,933 D \$ 30.4213 111,303 D

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

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SEC 1474

(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)	Secu Acqu or Da (D)	ecurities (Month/Day/Year) cquired (A) r Disposed of D) nstr. 3, 4,		7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Employee Stock Option (Right to Buy)	\$ 15.45	04/28/2011		M		50,625 (2)	02/14/2007(4)	02/14/2016	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 14.68	04/28/2011		M		6,818 (3)	10/27/2005	02/23/2015	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 14.68	04/28/2011		M		41,933 (5)	10/27/2005	02/23/2015	Common Stock	0

## **Reporting Owners**

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	

JACKMAN WORTHING 2295 IRON POINT ROAD SUITE 200 FOLSOM, CA 95630

Chief Financial Officer

Reporting Owners 2

## **Signatures**

\*\*Signature of Date
Reporting Person

## **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 22,500 shares of common stock at an exercise price of \$34.76 per share, but was adjusted to reflect WCI's 3-for2 stock splits in the form of 50% stock dividends effective March 13, 2007 and November 12, 2010.
- Accordingly, onNovember 12, 2010, the date the stock dividend was paid, the option became exercisable for 50,625 shares at an exercise price of \$15.45 per share.
  - This option was previously reported as an option for 3,030 shares of common stock at an exercise price of \$33.03 per share, but was adjusted to reflect WCI's 3-for2 stock splits in the form of 50% stock dividends effective March 13, 2007 and November 12, 2010.
- Accordingly, on November 12, 2010, the date the stock dividend was paid, the option became exercisable for 6,818 shares at an exercise price of \$14.68 per share.
- (4) Option for 50,625 shares, 1/4 exercisable 2/14/07, 2/14/08, 2/14/09 and 2/14/10.
- This option was previously reported as an option for 71,970 shares of common stock at an exercise price of \$33.03 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective March 13, 2007 and November 12, 2010.
- Accordingly, on November 12, 2010, the date the stock dividend was paid, the option became exercisable for 161,933 shares at an exercise price of \$14.68 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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