

LITTLE JAMES
Form 4
February 15, 2011

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 *
LITTLE JAMES

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)
2295 IRON POINT ROAD, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President Engineering

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/11/2011		F	1,114 (1) D \$ 29.24	62,857	D	
Common Stock	02/11/2011		F	3 (1) D \$ 29.24	62,854	D	
Common Stock	01/11/2011		A	12,034 (2) A \$ 0	74,888	D	
Common Stock	02/11/2011		F	1,474 (1) D \$ 29.24	73,414	D	
Common Stock	02/11/2011		F	5 (1) D \$ 29.24	73,409	D	

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Company withholds, as the units vest, a portion of the vested shares issuable under the award with a fair market value (measured as of the vesting date) equal to the amount of such withholding taxes.

- This represents an award of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the
- (2) issuer's common stock. Subject to the reporting person's continued service with the issuer, the award shall vest in four equal, annual installments, commencing on the first anniversary of the date of grant.

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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