

WASTE CONNECTIONS INC/DE
 Form 4
 November 04, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 DUPREAU EUGENE V

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)
 11/02/2005

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

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	11/02/2005		M	4,598 A \$ 21.75	125,731	D	
Common Stock	11/02/2005		M	5,396 A \$ 18.53	131,127	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. 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.75 ⁽⁴⁾	11/02/2005		M	4,598	02/20/2004 ⁽⁵⁾ 02/20/2013	Common Stock	4,598
Employee Stock Option (Right to Buy)	\$ 18.53 ⁽³⁾	11/02/2005		M	5,396	07/18/2003 ⁽¹⁾ 07/18/2012	Common Stock	5,396

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUPREAU EUGENE V 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630	X			

Signatures

Eugene Dupreau 11/04/2005
 **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) Option for 16,187 shares, vesting 1/3 per year and exercisable 7/18/03, 7/18/04 & 7/18/05.
- (2) The zero in table 2 item 8 is a placeholder only that is required by the EDGAR software and should be disregarded.
- (3) This option was previously reported as an option for 10,791 shares at an exercise price of \$27.80 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 25, 2004, which was payable on June 24, 2004, to all holders of record of common stock on

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June 10, 2004. Accordingly, on June 24, 2004, the date the stock dividend was paid, the option became exercisable for 16,187 shares at an exercise price of \$18.53 per share.

(4) This option was previously reported as an option for 3,065 shares at an exercise price of \$32.62 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 25, 2004, which was payable on June 24, 2004, to all holders of record of common stock on June 10, 2004. Accordingly, on June 24, 2004, the date the stock dividend was paid, the option became exercisable for 4,598 shares at an exercise price of \$21.75 per share.

(5) Option for 4,598 shares, originally vesting on 2/20/06. Option was accelerated on 10/27/05 to become fully vested immediately, with 4,598 of these shares subject to a resale restriction until 2/20/06.

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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