

WASTE CONNECTIONS INC/DE
Form 4
August 14, 2008

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 *
HANSEN ERIC

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)
08/12/2008

____ Director
 Officer (give title below) _____ Other (specify below)
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 (D) Price | | | |
| Common Stock | 08/12/2008 | | M | 6,615 A \$ 22.01 | 21,815 | D | |
| Common Stock | 08/12/2008 | | S | 6,615 D \$ 37.7822 | 15,200 | D | |
| Common Stock | 08/12/2008 | | S | 1,885 D \$ 37.7822 | 13,315 | D | |
| Common Stock | 08/14/2008 | | M | 8,385 A \$ 22.01 | 23,585 | D | |
| Common Stock | 08/14/2008 | | S | 8,385 D \$ 36.296 | 15,200 | D | |

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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 Securities (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 | 08/12/2008 | | M | 6,615 (2) | 10/27/2005 02/23/2015 | Common Stock | 6,615 (2) | |
| Employee Stock Option (Right to Buy) | \$ 22.01 | 08/14/2008 | | M | 8,385 (2) | 10/27/2005 02/23/2015 | Common Stock | 8,385 (2) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HANSEN ERIC 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630 | | | Vice President | |

Signatures

Eric Hansen 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 30,000 shares of common stock at an exercise price of \$33.02 per share, but was

(2) 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 option became exercisable for 45,000 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.

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