

WASTE CONNECTIONS INC/DE

Form 4

February 23, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EVANS ROBERT D

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2007

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP and Secretary

(Street)
FOLSOM, CA 95630

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
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	02/22/2007		M		12,500	A	\$ 21.34	32,249 D
Common Stock	02/22/2007		S		12,500	D	\$ 45.001	19,749 D
Common Stock	02/22/2007		M		11	A	\$ 21.75	19,760 D

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.34	02/22/2007		M	12,500 (2)	06/04/2003 ⁽³⁾ 06/04/2012	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 21.75	02/22/2007		M	11	06/04/2002 ⁽⁴⁾ 02/20/2013	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EVANS ROBERT D 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630	EVP and Secretary

Signatures

Robert Evans 02/23/2007
 **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.
- (2) This option was previously reported as an option for 70,000 shares of common stock at an exercise price of \$32.01 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 26, 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

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exercisable for 105,000 shares at an exercise price of \$21.34 per share.

- (3) This is an option for 105,000 with 1/3 vesting 6/4/03, 6/4/04 and 6/4/05.
- (4) This is an option for 13,793 shares with 1/3 vesting 2/20/03, 2/20/04 & 2/20/05.

- This option was previously reported as an option for 9195 shares of common stock at an exercise price of \$32.62 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 26, 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 13,793 shares at an exercise price of \$21.75 per share.
- (5)

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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