

WASTE MANAGEMENT INC

Form 4

December 06, 2004

**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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIAMS CHARLES E**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**WASTE MANAGEMENT INC**  
**[WMI]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1001 FANNIN, SUITE 4000**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/03/2004**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**Senior Vice President**

**HOUSTON, TX 77002**

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	12/03/2004		M		100,000	A	\$ 14.8125	141,981.8555	D
Common Stock	12/03/2004		S		400	D	\$ 29.86	141,581.8555	D
Common Stock	12/03/2004		S		2,400	D	\$ 29.85	139,181.8555	D
Common Stock	12/03/2004		S		1,275	D	\$ 29.84	137,906.8555	D
Common Stock	12/03/2004		S		5,300	D	\$ 29.83	132,606.8555	D

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Common Stock	12/03/2004	S	4,100	D	\$ 29.82	128,506.8555	D
Common Stock	12/03/2004	S	11,700	D	\$ 29.81	116,806.8555	D
Common Stock	12/03/2004	S	22,100	D	\$ 29.8	94,706.8555	D
Common Stock	12/03/2004	S	4,400	D	\$ 29.79	90,306.8555	D
Common Stock	12/03/2004	S	9,500	D	\$ 29.78	80,806.8555	D
Common Stock	12/03/2004	S	300	D	\$ 29.77	80,506.8555	D
Common Stock	12/03/2004	S	6,900	D	\$ 29.76	73,606.8555	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 required to respond unless the form displays a currently valid OMB control number.**

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 14.8125	12/03/2004		M	100,000	02/28/2001 02/28/2010	Common Stock 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILLIAMS CHARLES E 1001 FANNIN SUITE 4000	Senior Vice President

HOUSTON, TX 77002

## Signatures

Charles E.  
Williams

12/06/2004

\_\_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) Stock option granted pursuant to Waste Management, Inc. 1993 Stock Incentive Plan. Stock option vests in 25% annual increments, 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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