

HANSEN ERIC
Form 4
May 10, 2005

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 *
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

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2005

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/06/2005		M		2,499	A	\$ 21.75	2,499		D
Common Stock	05/06/2005		S		2,499	D	\$ 36.3	0		D
Common Stock	05/09/2005		M		5,403	A	\$ 21.75	5,403		D
Common Stock	05/09/2005		S		5,403	D	\$ 36.31	0		D
Common Stock	05/09/2005		M		4,597	A	\$ 21.75	4,597		D

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Common Stock 05/09/2005 S 4,597 D \$ 36.31 0 D

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

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SEC 1474
(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
Employee Stock Option (Right to Buy)	\$ 21.75	05/06/2005		M	2,499	02/20/2004 ⁽¹⁾ 02/20/2013	Common Stock	2,499 ⁽²⁾
Employee Stock Option (Right to Buy)	\$ 21.75	05/09/2005		M	5,403	02/20/2004 ⁽¹⁾ 02/20/2013	Common Stock	5,403 ⁽²⁾
Employee Stock Option (Right to Buy)	\$ 21.75	05/09/2005		M	4,597	02/20/2004 ⁽⁴⁾ 02/20/2013	Common Stock	4,597 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANSEN ERIC 35 IRON POINT CIRCLE SUITE 200			Vice President	

FOLSOM, CA 95630

Signatures

Eric Hansen

05/10/2005

__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) Option for 23,708 shares, 1/3 exercisable 2/20/04, 2/20/05 & 2/20/06.

This option was previously reported as an option for 15,805 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 23,708 shares at an exercise price of \$21.75 per share.

(3) The zero in Table II, Column 8 is a placeholder only that is required by the EDGAR software and should be disregarded.

(4) Option for 13,793 shares, 1/3 exercisable 2/20/04, 2/20/05 & 2/20/06.

This option was previously reported as an option for 9,195 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.

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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