

WASTE CONNECTIONS INC/DE  
Form 4  
November 04, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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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 <sup>(4)</sup>                                | 11/02/2005                           |  | M                              | 4,598   | 02/20/2004 <sup>(5)</sup> 02/20/2013                     | Common Stock  | 4,598                      |
| Employee Stock Option (Right to Buy)       | \$ 18.53 <sup>(3)</sup>                                | 11/02/2005                           |  | M                              | 5,396   | 07/18/2003 <sup>(1)</sup> 07/18/2012                     | Common Stock  | 5,396                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DUPREAU EUGENE V<br>35 IRON POINT CIRCLE<br>SUITE 200<br>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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