WASTE MANAGEMENT INC
Form 4
May 24, 2006

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Harris Jeff M

(Last) (First) (Middle)

1001 FANNIN1001 FANNIN, SUITE 4000SUITE 4000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	05/22/2006		M		22,000	A	$ 19.61	37,595.5243	D	
Common Stock	05/22/2006		M		16,000	A	$ 29.24	53,595.5243	D	
Common Stock	05/22/2006		M		20,000	A	$ 27.88	73,595.5243	D	
Common Stock	05/22/2006		M		30,000	A	$ 24.01	103,595.5243	D	
Common Stock	05/22/2006		M		11,000	A	$ 17.875	114,595.5243	D	

Common Stock	05/22/2006	M	4,000	A	$ 21.5	118,595.5243	D	
Common Stock	05/22/2006	M	5,000	A	$ 14.8125	123,595.5243	D	
Common Stock	05/22/2006	S	124	D	$ 36.62	123,471.5243	D	
Common Stock	05/22/2006	S	1,400	D	$ 36.6	122,071.5243	D	
Common Stock	05/22/2006	S	100	D	$ 36.54	121,971.5243	D	
Common Stock	05/22/2006	S	1,000	D	$ 36.53	120,971.5243	D	
Common Stock	05/22/2006	S	1,700	D	$ 36.52	119,271.5243	D	
Common Stock	05/22/2006	S	1,900	D	$ 36.51	117,371.5243	D	
Common Stock	05/22/2006	S	700	D	$ 36.5	116,671.5243	D	
Common Stock	05/22/2006	S	600	D	$ 36.49	116,071.5243	D	
Common Stock	05/22/2006	S	1,900	D	$ 36.44	114,171.5243	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	$ 14.8125	05/22/2006		M			5,000	02/28/2001	02/28/2010	Common Stock	5,000

(Right to Buy) (1)								
Stock Option (Right to Buy) (1)	$ 24.01	05/22/2006	M	30,000	03/01/2002	03/01/2011	Common Stock	30,000
Stock Option (right to buy) (2)	$ 27.88	05/22/2006	M	20,000	03/07/2003	03/07/2012	Common Stock	20,000
Stock Option (right to buy) (2)	$ 19.61	05/22/2006	M	22,000	03/06/2004	03/06/2013	Common Stock	22,000
Stock Option (right to buy) (2)	$ 29.24	05/22/2006	M	16,000	03/04/2005	03/04/2014	Common Stock	16,000
Stock Option (right to buy) (3)	$ 21.5	05/22/2006	M	4,000	08/05/2000	08/05/2009	Common Stock	4,000
Stock Option (right to buy) (3)	$ 17.875	05/22/2006	M	11,000	11/03/2000	11/03/2009	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harris Jeff M 1001 FANNIN1001 FANNIN SUITE 4000SUITE 4000 HOUSTON, TX 77002			Senior Vice President	

Signatures

Linda J. Smith, attorney-in-fact	05/24/2006
**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.

(2) Stock option granted pursuant to Waste Management, Inc. 2000 Stock Incentive Plan. The stock option originally vested in 25% annual increments commencing on the first anniversary of the date of grant. The Compensastion Committee of the Board of Directors accelerated the vesting of the Company's outstanding options effective December 28, 2005.

(3) Stock option granted pursuant to Waste Management, Inc. 1993 Stock Incentive Plan. Stock option vests in 20% annual increments, commencing on the first anniversary date 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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