

WASTE CONNECTIONS INC/DE  
 Form 4  
 May 20, 2005

**FORM 4**

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

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).

**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 \*  
**MITTELSTAEDT RONALD J**

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)  
 05/18/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

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 Price |   |  |                                   |
| Common Stock                    | 05/18/2005                           |  | M                              | 67,710  | A \$ 18.53     | 338,335   | D  |                                   |
| Common Stock                    | 05/18/2005                           |  | S                              | 67,710  | D \$ 36.9284   | 270,625   | D  |                                   |
| Common Stock                    | 05/19/2005                           |  | M                              | 16,200  | A \$ 18.53     | 286,825   | D  |                                   |
| Common Stock                    | 05/19/2005                           |  | S                              | 16,200  | D \$ 36.8712   | 270,625   | D  |                                   |
| Common Stock                    | 05/19/2005                           |  | M                              | 60,000  | A \$ 21.75     | 330,625   | D  |                                   |

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|              |            |     |        |   |                     |         |   |
|--------------|------------|-----|--------|---|---------------------|---------|---|
| Common Stock | 05/19/2005 | S   | 60,000 | D | \$ 36.8712          | 270,625 | D |
| Common Stock | 05/18/2005 | G V | 15,000 | D | \$ 0 <sup>(1)</sup> | 255,625 | 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 Security (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 18.53   | 05/18/2005                           |  | M                              | 67,710  | 07/18/2003 <sup>(2)</sup>                                | 07/18/2012  | Common Stock | 67,710 <sup>(3)</sup>      |
| Employee Stock Option (Right to Buy)       | \$ 18.53   | 05/19/2005                           |  | M                              | 16,200  | 07/18/2003 <sup>(2)</sup>                                | 07/18/2012  | Common Stock | 16,200 <sup>(3)</sup>      |
| Employee Stock Option (Right to Buy)       | \$ 21.75   | 05/19/2005                           |  | M                              | 60,000  | 02/20/2004 <sup>(5)</sup>                                | 02/20/2013  | Common Stock | 60,000 <sup>(6)</sup>      |

## Reporting Owners

| Reporting Owner Name / Address                | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| MITTELSTAEDT RONALD J<br>35 IRON POINT CIRCLE | X             |           | Chief Executive Officer |       |

SUITE 200  
FOLSOM, CA 95630

## Signatures

Ronald  
Mittelstaedt 05/20/2005

\*\*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) This was a gift to a charitable foundation.
- (2) Option for 178,814 shares, 1/3 exercisable 7/18/03, 7/18/04 and 7/18/05  
This option was previously reported as an option for 119,209 shares of common stock at an exercise price of \$27.79 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 178,814 shares at an exercise price of \$18.53 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 167,903 shares, 1/3 exercisable 2/20/04, 2/20/05 and 2/20/06  
This option was previously reported as an option for 111,935 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 167,903 shares at an exercise price of \$21.75 per share.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.