

JACKMAN WORTHING  
Form 4  
May 02, 2011

**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 \*  
JACKMAN WORTHING

2. Issuer Name and Ticker or Trading Symbol  
WASTE CONNECTIONS, INC.  
[WCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2295 IRON POINT ROAD, SUITE 200  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/28/2011

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial 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	04/28/2011		M		50,625 A \$ 15.45	161,928	D	
Common Stock	04/28/2011		S		50,625 D \$ 30.4213	111,303	D	
Common Stock	04/28/2011		M		6,818 A \$ 14.68	118,121	D	
Common Stock	04/28/2011		S		6,818 D \$ 30.4213	111,303	D	
Common Stock	04/28/2011		M		41,933 A \$ 14.68	153,236	D	

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Common Stock    04/28/2011    S    41,933    D    \$ 30.4213    111,303    D

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

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**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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 15.45	04/28/2011		M	50,625 <sup>(2)</sup>	02/14/2007 <sup>(4)</sup> - 02/14/2016	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 14.68	04/28/2011		M	6,818 <sup>(3)</sup>	10/27/2005 - 02/23/2015	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 14.68	04/28/2011		M	41,933 <sup>(5)</sup>	10/27/2005 - 02/23/2015	Common Stock	0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKMAN WORTHING 2295 IRON POINT ROAD SUITE 200 FOLSOM, CA 95630			Chief Financial Officer	

## Signatures

Worthing  
Jackman

05/02/2011

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

This option was previously reported as an option for 22,500 shares of common stock at an exercise price of \$34.76 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective March 13, 2007 and November 12, 2010.

(2) Accordingly, on November 12, 2010, the date the stock dividend was paid, the option became exercisable for 50,625 shares at an exercise price of \$15.45 per share.

This option was previously reported as an option for 3,030 shares of common stock at an exercise price of \$33.03 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective March 13, 2007 and November 12, 2010.

(3) Accordingly, on November 12, 2010, the date the stock dividend was paid, the option became exercisable for 6,818 shares at an exercise price of \$14.68 per share.

(4) Option for 50,625 shares, 1/4 exercisable 2/14/07, 2/14/08, 2/14/09 and 2/14/10.

This option was previously reported as an option for 71,970 shares of common stock at an exercise price of \$33.03 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective March 13, 2007 and November 12, 2010.

(5) Accordingly, on November 12, 2010, the date the stock dividend was paid, the option became exercisable for 161,933 shares at an exercise price of \$14.68 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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