

WASTE CONNECTIONS INC/DE
 Form 4
 May 24, 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 *
 CHAMBLISS DARRELL W

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)
 05/20/2005

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chief Operating 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 | | | | (A) or (D) | Price |
| Common Stock | 05/20/2005 | | M | | | 29,499 | A | \$ 21.75 | 98,747 | D | |
| Common Stock | 05/20/2005 | | S | | | 29,499 | D | \$ 36.8282 | 69,248 | D | |
| Common Stock | 05/20/2005 | | M | | | 32,501 | A | \$ 24.93 | 101,749 | D | |
| Common Stock | 05/20/2005 | | S | | | 32,501 | D | \$ 36.8282 | 69,248 | D | |

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

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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) | \$ 21.75 | 05/20/2005 | | M | 29,499 | 02/20/2004 ⁽¹⁾ 02/20/2013 | Common Stock 29,499 ⁽²⁾ |
| Employee Stock Option (Right to Buy) | \$ 24.93 | 05/20/2005 | | M | 32,501 | 02/03/2005 ⁽⁴⁾ 02/03/2014 | Common Stock 32,501 ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| CHAMBLISS DARRELL W 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630 | Chief Operating Officer |

Signatures

Darrell Chambliss 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) Incentive Option for 86,903 shares exercisable 2/20/04, 2/20/05 & 2/20/06

(2) This option was previously reported as an option for 57,935 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 86,903 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 93,491 shares, 32,501 exercisable 2/3/05, 32,499 exercisable 2/3/06, and 28,491 exercisable 2/3/07.

(5) This option was previously reported as an option for 62,327 shares of common stock at an exercise price of \$37.39 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 93,491 shares at an exercise price of \$24.93 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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