WILLIAMS CHARLES E

Form 4

January 31, 2005

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WILLIAMS CHARLES E			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			WASTE MANAGEMENT INC [WMI]	(Check all applicable)			
(Last) 1001 FANNI	(First) IN, SUITE 4	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2005	Director 10% Owner Officer (give title Other (specify below) Senior Vice President			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Chec Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON, TX 77002				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired. Disposed of, or Beneficially Owner			

• •		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficiary Owned									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	n/Day/Year) Execution Date, if Transact any Code		actionAcquired (A) or			Securities	Form: Direct	Indirect Beneficial		
(Instr. 3)				Disposed of (D)			Beneficially	(D) or			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership			
							Following	(Instr. 4)	(Instr. 4)		
					(4)		Reported				
					(A)		Transaction(s)				
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock (1)	01/27/2005		A	6,670	A	\$0	80,993.6509	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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date Exercisable	Expiration Date		umber		
								of			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Director Officer Other

WILLIAMS CHARLES E 1001 FANNIN **SUITE 4000** HOUSTON, TX 77002

Senior Vice President

Signatures

Linda J. Smith, attorney-in-fact

01/31/2005

**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).
- Restricted stock units granted pursuant to the Waste Management, Inc. 2004 Stock Incentive Plan. Award vests in 25% annual incre ments, commencing on the first anniversary 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. 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.

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