Edgar Filing: WASTE MANAGEMENT INC - Form 4

WASTE M Form 4 February 27	ANAGEMENT II	NC											
FORM	ЛЛ	STATES						GE	COMMISSIO	N OM	B	PPROV	AL -0287
Check t if no lor subject Section Form 4	nger STATEN to STATEN 16. or	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSE SECURITIES								Exp Est bur res	Number:		ury 31, 2005 0.5
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940													
(Print or Type	Responses)												
1. Name and Address of Reporting Person <u>*</u> FELAGO RICHARD T			2. Issuer Name and Ticker or Trading Symbol WASTE MANAGEMENT INC						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[WMI]						(Check an applicable)				
(Last) 1001 FAN	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2006						Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President					
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
HOUSTON	N, TX 77002								Form filed by Person	y More th	an One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non	-De	erivative	Securitie	es Ao	cquired, Disposed	l of, or B	eneficia	lly Owne	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if		ionA E (.	Disposed Instr. 3, 4	(A) or of (D) 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Own Form: 1 (D) or 1 (I) (Instr. 4	Direct Indirect	7. Natur Indirect Benefici Ownersh (Instr. 4)	al 11p
Reminder: Re	port on a separate line	e for each cl	ass of sec	Code V urities ben		cially own Perso inforn requir	ns who nation c ed to re lys a cu	rice tly of res onta		m are n orm		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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	ĺ	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units <u>(1)</u>	\$ 0	02/23/2006		А		44.9423		08/08/1988	08/08/1988	Common Stock	44.942

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FELAGO RICHARD T 1001 FANNIN SUITE 4000 HOUSTON, TX 77002			Senior Vice President					
Signaturaa								

Signatures

Richard T. Felago <u>**Signature of Reporting Person</u> 02/27/2006

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) Phantom stock units accrued under the Waste Management, Inc. Retirement Savings Restoration Plan, a supplemental retirement savings plan. A phantom stock unit is equivalent to one share of Common Stock.
- (2) Participant's Company stock fund account on any given date may not exactly equal the number of share equivalents represented by a prior balance plus additions due to variables affecting the determination of Company stock fund unit values under the Plan on any such date.

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.