

WASTE CONNECTIONS INC/DE
Form 4
February 19, 2008

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 *
EVANS ROBERT D

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)
02/14/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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	02/14/2008		M			4,314	A	\$ 23.17	55,987	D	
Common Stock ⁽¹⁾	02/14/2008		F			843	D	\$ 30.42	51,673	D	
Common Stock	02/14/2008		M			10,000	A	\$ 22.01	61,673	D	
Common Stock	02/14/2008		S			10,000	D	\$ 30.5055	51,673	D	
Common Stock	02/15/2008		M			21,300	A	\$ 22.01	72,973	D	

Signatures

Robert Evans

02/19/2008

**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) Represents shares withheld by the Company from an award of restricted stock units in satisfaction of the applicable withholding taxes due as a result of the vesting of those restricted stock units, through an automatic share withholding procedure. Pursuant to this procedure the Company withholds, as the units vest, a portion of the vested shares issuable under the award with a fair market value (measured as of the vesting date) equal to the amount of such withholding taxes.

(2) This option was previously reported as an option for 11,504 shares of common stock at an exercise price of \$34.76 per share, but was adjusted to reflect WCI's 3-for-2 stock split in the form of a 50% stock dividend effective March 13, 2007. Accordingly, on March 13, 2007, the date the stock dividend was paid, the option became exercisable for 17,256 shares at an exercise price of \$23.17 per share.

(3) This an option for 17,256 shares, 1/4 exercisable 2/14/07, 2/14/08, 2/14/09 and 2/14/10.

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

(5) This option was previously reported as an option for 60,000 shares of common stock at an exercise price of \$33.01 per share, but was adjusted to reflect WCI's 3-for-2 stock split in the form of a 50% stock dividends effective March 13, 2007. Accordingly, on March 13, 2007, the date the stock dividend was paid, the option became exercisable for 90,000 shares at an exercise price of \$22.01 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.

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.