

Waste Connections, Inc.
Form 4
May 31, 2016

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 *
LITTLE JAMES

(Last) (First) (Middle)

**3 WATERWAY SQUARE
PLACE, SUITE 110**

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Waste Connections, Inc. [WCN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or (D) Price | | | |
| Common Stock | 05/26/2016 | | A | 5,227 (2) A \$ 0 | 43,368 | D | |
| Common Stock | 05/26/2016 | | F | 1,868 (3) D \$ 66.9 | 41,500 | D | |
| Common Stock | | | | | 5,342 (1) | I | Shares held by spouse. |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LITTLE JAMES 3 WATERWAY SQUARE PLACE SUITE 110 THE WOODLANDS, TX 77380 | | | Sr. VP | |

Signatures

James Little 05/31/2016

**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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Represents the accelerated vesting and settlement into shares of Issuer common stock of performance-based stock units ("PSUs"). The acceleration of the vesting of the PSUs occurred as a result of a determination made by the Compensation Committee of the Board of Directors of the Issuer in connection with the pending merger pursuant to an Agreement and Plan of Merger by and among Progressive Waste Solutions Ltd., Water Merger Sub LLC and the Issuer.
 - (2) Represents shares of issuer common stock withheld by the Issuer from the settlement of the PSUs in satisfaction of the applicable withholding taxes due as a result of the vesting of the PSUs, through an automatic share withholding procedure. Pursuant to this procedure the issuer withholds, upon the accelerated vesting of such PSUs, a portion of the vested shares issuable under the award with a fair market value (measured as of the accelerated vesting date) equal to the amount of such withholding taxes.
 - (3) Represents shares of issuer common stock withheld by the Issuer from the settlement of the PSUs in satisfaction of the applicable withholding taxes due as a result of the vesting of the PSUs, through an automatic share withholding procedure. Pursuant to this procedure the issuer withholds, upon the accelerated vesting of such PSUs, a portion of the vested shares issuable under the award with a fair market value (measured as of the accelerated vesting date) equal to the amount of such withholding taxes.

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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