Edgar Filing: WASTE MANAGEMENT INC - Form 4

WASTE M. Form 4 July 28, 200	ANAGEMENT IN)6	NC									
FORN Check the office of the office o	his box		Wa	shington	, D.C. 20	549	E COMMISSIO WNERSHIP OF	N OMB Number: Expires:	PPROVAL 3235-0287 January 31, 2005		
Section Form 4 Form 5 obligation may cor <i>See</i> Inst 1(b).	16. or Filed pur ons section 17(SECURITIES Estimated average burden hours per response 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									
(Print or Type	Responses)										
1. Name and FELAGO I	2. Issuer Name and Ticker or Trading Symbol WASTE MANAGEMENT INC [WMI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle) 1001 FANNIN, SUITE 4000			3. Date of Earliest Transaction (Month/Day/Year) 07/27/2006				Director 10% Owner X 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(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
	N, TX 77002						Person		porting		
(City) 1.Title of	(State) 2. Transaction Date	(Zip) 2A. Deem		3.	4. Securit	ies	Acquired, Disposed 5. Amount of	6. Ownership	lly Owned 7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution any (Month/Da	ŕ	Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	of (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who rest nation cont ed to resp sys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	D (I	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	07/27/2006		А	7	71.6756		08/08/1988	08/08/1988	Common Stock	71.675

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				
Signatures							

Linda J. Smith, attorney-in-fact 07/28/2006 Date

**Signature of Reporting Person

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).
- Phantom stock units accrued under the Waste Management, Inc. Retirement Savings Restoration Plan, a supplemental retirement savin gs (1)plan. A phantom stock unit is equivalent to one share of Common Stock.
- Participant's Company stock fund account on any given date may not exactly equal the number of share equivalents represented by a prior (2) 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.