

WILLIAMS CHARLES E  
Form 4  
June 05, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
WILLIAMS CHARLES E

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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

HOUSTON, TX 77002

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/01/2006		M		100,000 A \$ 24.01	154,454.9821	D
Common Stock	06/01/2006		M		60,000 A \$ 19.61	214,454.9821	D
Common Stock	06/01/2006		M		65,000 A \$ 27.88	279,454.9821	D
Common Stock	06/01/2006		M		15,000 A \$ 27.125	294,454.9821	D
Common Stock	06/01/2006		S		5,300 D \$ 36.95	289,154.9821	D

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Common Stock	06/01/2006	S	16,000	D	\$ 36.91	273,154.9821	D
Common Stock	06/01/2006	S	7,300	D	\$ 36.9	265,854.9821	D
Common Stock	06/01/2006	S	48,700	D	\$ 36.88	217,154.9821	D
Common Stock	06/01/2006	S	800	D	\$ 36.87	216,354.9821	D
Common Stock	06/01/2006	S	1,700	D	\$ 36.86	214,654.9821	D
Common Stock	06/01/2006	S	100	D	\$ 36.85	214,554.9821	D
Common Stock	06/01/2006	S	3,300	D	\$ 36.84	211,254.9821	D
Common Stock	06/01/2006	S	900	D	\$ 36.83	210,354.9821	D
Common Stock	06/01/2006	S	8,300	D	\$ 36.82	202,054.9821	D
Common Stock	06/01/2006	S	400	D	\$ 36.81	201,654.9821	D
Common Stock	06/01/2006	S	800	D	\$ 36.8	200,854.9821	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.**

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 27.125	06/01/2006		M	15,000	08/30/1997	08/30/2006	Common Stock	15,000

