

WASTE MANAGEMENT INC  
Form 8-K  
October 14, 2008

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 13, 2008**

**Waste Management, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

|   |  |  |
|---|--|--|
| Delaware<br><b>(State or Other Jurisdiction of Incorporation)</b> | 1-12154<br><b>(Commission File Number)</b> | 73-1309529<br><b>(IRS Employer Identification No.)</b> |
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|---|----------------------------|
| 1001 Fannin, Suite 4000 Houston, Texas<br><b>(Address of Principal Executive Offices)</b> | 77002<br><b>(Zip Code)</b> |
|---|----------------------------|

**Registrant's Telephone number, including area code: (713) 512-6200**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition**

The following information, including the text of the exhibit attached hereto, is furnished pursuant to Items 2.02 and 9.01 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On October 13, 2008, Waste Management, Inc. (the Company ) issued a press release regarding, in addition to the matters discussed in Item 7.01 hereof, the Company s preliminary financial results for the quarter ended September 30, 2008. The full text of the Company s press release is attached hereto as Exhibit 99.1.

**Item 7.01. Regulation FD Disclosure.**

On October 13, 2008, the Company announced that it had determined to withdraw its proposal to the Board of Directors of Republic Services, Inc. to acquire all of Republic s outstanding common stock.

Furnished as Exhibit 99.1 hereto and incorporated herein by reference is the press release issued by the Company regarding, in addition to the matters discussed in Item 2.02 hereof, the termination of the acquisition proposal.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1: Press Release dated October 13, 2008

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

WASTE MANAGEMENT, INC.

Date: October 14, 2008

By: /s/ Rick L Wittenbraker  
Rick L Wittenbraker  
*Senior Vice President*

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**Exhibit Index**

| <b>Exhibit Number</b> | <b>Description</b>                    |
|-----------------------|---------------------------------------|
| 99.1                  | Press Release dated October 13, 2008. |