

MITTELSTAEDT RONALD J
Form 4
May 02, 2007

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 *
MITTELSTAEDT RONALD J

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)
04/30/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/30/2007 | | M | | 3,106 | A | \$ 12.35 |
| Common Stock | 04/30/2007 | | S | | 3,106 | D | \$ 31.7639 |
| Common Stock | 05/01/2007 | | M | | 86,300 | A | \$ 12.35 |
| Common Stock | 05/01/2007 | | S | | 86,300 | D | \$ 30.9456 |
| Common Stock | 05/01/2007 | | M | | 24,281 | A | \$ 12.35 |

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| | | | | | | | |
|--------------|------------|---|---------|---|------------|---------|---|
| Common Stock | 05/01/2007 | S | 24,281 | D | \$ 30.9456 | 430,140 | D |
| Common Stock | 05/01/2007 | M | 107,975 | A | \$ 14.5 | 538,115 | D |
| Common Stock | 05/01/2007 | S | 107,975 | D | \$ 30.9456 | 430,140 | D |
| Common Stock | 05/02/2007 | M | 53,880 | A | \$ 14.5 | 484,020 | D |
| Common Stock | 05/02/2007 | S | 53,880 | D | \$ 31.0424 | 430,140 | D |
| Common Stock | 05/02/2007 | M | 6,897 | A | \$ 14.5 | 437,037 | D |
| Common Stock | 05/02/2007 | S | 6,897 | D | \$ 31.0424 | 430,140 | D |

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

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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 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 | 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) | Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|---------------------|---|--|---|--|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 12.35 | 04/30/2007 | | M | 3,106 ⁽¹⁾ | 10/27/2005 07/18/2012 | Common Stock | 3,106 | |
| Employee Stock Option (Right to Buy) | \$ 12.35 | 05/01/2007 | | M | 86,300 ⁽¹⁾ | 10/27/2005 07/18/2012 | Common Stock | 86,300 ⁽¹⁾ | |
| Employee Stock Option | \$ 12.35 | 05/01/2007 | | M | 24,281 ⁽³⁾ | 10/27/2005 07/18/2012 | Common Stock | 24,281 ⁽³⁾ | |

(Right to Buy)

Employee

Stock

Option

\$ 14.5

05/01/2007

M

107,975
(4)

10/27/2005

02/20/2013

Common
Stock107,9
(4)

(Right to Buy)

Employee

Stock

Option

\$ 14.5

05/02/2007

M

53,880
(4)

10/27/2005

02/20/2013

Common
Stock53,8
(4)

(Right to Buy)

Employee

Stock

Option

\$ 14.5

05/02/2007

M

6,897 (5)

10/27/2005

02/20/2013

Common
Stock

6,897

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MITTELSTAEDT RONALD J 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630 | X | | Chief Executive Officer | |

Signatures

Ronald

Mittelstaedt

05/02/2007

**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) This option was originally reported as an option for 119,209 shares of common stock at an exercise price of \$27.79 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective June 24, 2004 and March 13, 2007. Accordingly, on March 13, 2007, the number of shares purchasable on exercise of the option and its exercise price, as originally reported, were adjusted to 268,221 shares and \$12.35 per share, respectively.
- (2) The zero in Table II, Column 8 is a placeholder only that is required by the EDGAR software and should be disregarded.
- (3) This option was originally reported as an option for 10,791 shares of common stock at an exercise price of \$27.79 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective June 24, 2004 and March 13, 2007. Accordingly, on March 13, 2007, the number of shares purchasable on exercise of the option and its exercise price, as originally reported, were adjusted to 24,281 shares and \$12.35 per share, respectively.
- (4) This option was originally reported as an option for 111,935 shares of common stock at an exercise price of \$32.62 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective June 24, 2004 and March 13, 2007.

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Accordingly, on March 13, 2007, the number of shares purchasable on exercise of the option and its exercise price, as originally reported, were adjusted to 251,855 shares and \$14.50 per share, respectively.

This option was originally reported as an option for 3,065 shares of common stock at an exercise price of \$32.62 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective June 24, 2004 and March 13, 2007.

- (5) Accordingly, on March 13, 2007, the number of shares purchasable on exercise of the option and its exercise price, as originally reported, were adjusted to 6,897 shares and \$14.50 per share, respectively.

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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