

MITTELSTAEDT RONALD J
Form 4
May 14, 2010

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 *
MITTELSTAEDT RONALD J

2. Issuer Name and Ticker or Trading Symbol
WASTE CONNECTIONS, INC.
[WCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2295 IRON POINT ROAD, SUITE 200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2010

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 | 05/12/2010 | | M | 41,900 A \$ 22.01 | 24,098 | D | |
| Common Stock | 05/12/2010 | | S | 41,900 D \$ 35.2786 | 203,198 | D | |
| Common Stock | 05/12/2010 | | M | 22,722 A \$ 16.62 | 225,920 | D | |
| Common Stock | 05/12/2010 | | S | 22,722 D \$ 35.2639 | 203,198 | D | |
| Common Stock | 05/12/2010 | | M | 6,015 A \$ 16.62 | 209,213 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|---------------------|---------|---|
| Common Stock | 05/12/2010 | S | 6,015 | D | \$ 35.2639 | 203,198 | D |
| Common Stock | 05/12/2010 | S | 75,000 | D | \$ 35.3198 | 128,198 | D |
| Common Stock | 05/13/2010 | M | 30,000 | A | \$ 22.01 | 362,202 | D |
| Common Stock | 05/13/2010 | G | 30,000 | D | \$ 0 ⁽³⁾ | 98,198 | D |

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

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(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 (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 or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 22.01 | 05/12/2010 | | M | 41,900 ⁽⁴⁾ | 02/23/2006 02/23/2015 | Common Stock 41,900 |
| Employee Stock Option (Right to Buy) | \$ 16.62 | 05/12/2010 | | M | 22,722 ⁽²⁾ | 02/03/2005 02/03/2014 | Common Stock 22,722 |
| Employee Stock Option (Right to Buy) | \$ 16.62 | 05/12/2010 | | M | 6,015 ⁽⁵⁾ | 02/03/2005 02/03/2014 | Common Stock 6,015 |
| Employee Stock Option | \$ 22.01 | 05/13/2010 | | M | 30,000 ⁽⁴⁾ | 02/23/2006 02/23/2015 | Common Stock 30,000 |

(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MITTELSTAEDT RONALD J 2295 IRON POINT ROAD SUITE 200 FOLSOM, CA 95630 | X | | Chief Executive Officer | |

Signatures

Ronald
Mittelstaedt 05/14/2010

__Signature of Date
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).

(1) The zero in Table II, Column 8 is a placeholder only that is required by the EDGAR software and should be disregarded.

This option was previously reported as an option for 153,491 shares of common stock at an exercise price of \$24.93 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.

(2) Accordingly, on March 13, 2007, the date the stock dividend was paid, the option became exercisable for 230,237 shares at an exercise price of \$16.62 per share.

(3) This was a gift to a charitable foundation.

This option was originally reported as an option for 91,971 shares of common stock at an exercise price of \$33.02 per share, but was

(4) 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 option became exercisable for 137,957 shares at an exercise price of \$22.01 per share.

This option was originally reported as an option for 4,010 shares of common stock at an exercise price of \$24.93 per share, but was

(5) 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 option became exercisable for 6,015 shares at an exercise price of \$16.62 per share.

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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