

WASTE MANAGEMENT INC  
Form 8-K  
May 14, 2012

# 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): May 14, 2012

## Waste Management, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction

of Incorporation)

1001 Fannin, Suite 4000 Houston, Texas  
(Address of Principal Executive Offices)

1-12154  
(Commission

File Number)

73-1309529  
(IRS Employer

Identification No.)

77002  
(Zip Code)

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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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting of Waste Management, Inc. (the Company) held on May 10, 2012, a total of 414,117,241 shares of the Company's common stock, out of a total of 462,671,022 shares of common stock outstanding and entitled to vote, were present in person or represented by proxies. The proposals set forth below were voted on by the Company's stockholders at the Annual Meeting, and each of proposals 1, 2, 3 and 4 were approved by the Company's stockholders. Both of stockholder proposal 5 and stockholder proposal 6 were not approved by the Company's stockholders.

1. Election to the Company's Board of Directors of the following nine director nominees:

| Name                      | Number of Affirmative Votes | Number of Negative Votes | Abstentions | Broker Non-Votes |
|---------------------------|-----------------------------|--------------------------|-------------|------------------|
| Bradbury H. Anderson      | 339,215,730                 | 4,786,877                | 349,357     | 68,701,558       |
| Pastora San Juan Cafferty | 335,674,347                 | 8,320,799                | 356,818     | 68,701,558       |
| Frank M. Clark, Jr.       | 339,090,347                 | 4,913,589                | 348,028     | 68,701,558       |
| Patrick W. Gross          | 294,102,175                 | 49,750,409               | 499,380     | 68,701,558       |
| John C. Pope              | 321,321,852                 | 22,653,560               | 376,552     | 68,701,558       |
| W. Robert Reum            | 339,081,658                 | 4,885,153                | 385,153     | 68,701,558       |
| Steven G. Rothmeier       | 334,275,985                 | 9,684,600                | 391,379     | 68,701,558       |
| David P. Steiner          | 335,898,819                 | 8,064,031                | 389,114     | 68,701,558       |
| Thomas H. Weidemeyer      | 341,396,061                 | 2,600,450                | 355,453     | 68,701,558       |

2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012:

| For         | Against   | Abstentions |
|-------------|-----------|-------------|
| 408,070,676 | 4,543,762 | 439,084     |

3. Approval, by non-binding vote, of the Company's executive compensation as described in the Company's 2012 proxy statement:

| For         | Against    | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 330,944,617 | 10,250,721 | 3,156,626   | 68,701,558       |

4. Approval of an amendment to the Company's Employee Stock Purchase Plan to increase the number of shares authorized for issuance under the Plan:

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 339,353,603 | 4,432,316 | 566,045     | 68,701,558       |

5. Stockholder proposal relating to a stock retention policy requiring senior executives to retain a significant percentage of stock acquired through equity pay programs until one year following termination of employment:

| For        | Against     | Abstentions | Broker Non-Votes |
|------------|-------------|-------------|------------------|
| 81,103,153 | 262,359,192 | 889,619     | 68,701,558       |



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6. Stockholder proposal to amend the Company's By-laws and other governing documents to give stockholders of the lowest percentage of the Company's outstanding Common Stock permitted by law the power to call special stockholder meetings:

| For        | Against     | Abstentions | Broker Non-Votes |
|------------|-------------|-------------|------------------|
| 15,488,145 | 328,040,374 | 823,445     | 68,701,558       |

**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: May 14, 2012

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