

WASTE CONNECTIONS INC/DE  
 Form 4  
 February 24, 2006

**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 \*  
**HALL DAVID M**

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)  
**02/22/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior VP Sales & Marketing**

**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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	02/22/2006		M			12,300	\$ 24.93	12,300	D	
Common Stock	02/22/2006		S			12,300	\$ 37.0017	0	D	
Common Stock	02/23/2006		M			15,000	\$ 15.94	15,000	D	
Common Stock	02/23/2006		S			15,000	\$ 37.0002	0	D	
Common Stock	02/23/2006		M			4,597	\$ 21.75	4,597	D	

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Common Stock	02/23/2006	S	4,597	D	\$ 37.0002	0	D
Common Stock	02/23/2006	M	5,200	A	\$ 24.93	5,200	D
Common Stock	02/23/2006	S	5,200	D	\$ 37.0002	0	D
Common Stock	02/23/2006	M	12,902	A	\$ 21.75	12,902	D
Common Stock	02/23/2006	S	12,902	D	\$ 37.0002	0	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 24.93	02/22/2006		M	12,300 (1)	02/03/2005(2) 02/03/2014	Common Stock	12,300
Employee Stock Option (Right to Buy)	\$ 15.94	02/23/2006		M	15,000 (4)	02/01/2003(5) 02/01/2012	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 21.75	02/23/2006		M	4,597 (6)	02/20/2004(7) 02/20/2013	Common Stock	4,597
	\$ 24.93	02/23/2006		M		02/03/2005(2) 02/03/2014		5,200

Employee Stock Option (Right to Buy)					5,200 <u>(1)</u>			Common Stock	
Employee Stock Option (Right to Buy)	\$ 21.75	02/23/2006	M		12,902 <u>(8)</u>	02/20/2004 <sup>(9)</sup>	02/20/2013	Common Stock	12,9

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALL DAVID M 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630			Senior VP Sales & Marketing	

## Signatures

David Hall	02/24/2006
<u>    </u> **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 previously reported as an option for 35,000 shares of common stock at an exercise price of \$37.40 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 26, 2004, which was payable on June 24, 2004, to all holders of record of common stock on June 10, 2004. Accordingly, on June 24, 2004, the date the stock dividend was paid, the option became exercisable for 52,500 shares at an exercise price of \$24.93 per share.
  - (2) Option for 52,500 shares exercisable 1/3 on 2/3/05, 2/3/06 and 2/3/07.
  - (3) The zero in Table II, Column 8 is a placeholder only that is required by the EDGAR software and should be disregarded.
    - (4) This option was previously reported as an option for 30,000 shares of common stock at an exercise price of \$23.91 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 26, 2004, which was payable on June 24, 2004, to all holders of record of common stock on June 10, 2004. Accordingly, on June 24, 2004, the date the stock dividend was paid, the option became exercisable for 45,000 shares at an exercise price of \$15.94 per share.
    - (5) Option for 45,000 shares exercisable 1/3 on 2/1/03, 2/1/04 and 2/1/05.
      - (6) This option was previously reported as an option for 9,195 shares of common stock at an exercise price of \$32.62 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 26, 2004, which was payable on June 24, 2004, to all holders of record of common stock on June 10, 2004. Accordingly, on June 24, 2004, the date the stock dividend was paid, the option became exercisable for 13,793 shares at an exercise price of \$21.75 per share.
      - (7) Option for 13,793 shares exercisable 1/3 on 2/20/04, 2/20/05 and 2/20/06.
        - (8) This option was previously reported as an option for 25,805 shares of common stock at an exercise price of \$32.62 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 26, 2004, which was payable on June 24, 2004, to all holders of record of common stock on June 10, 2004. Accordingly, on June 24, 2004, the date the stock dividend was paid, the option became exercisable for 38,708 shares at an exercise price of \$21.75 per share.

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(9) Option for 38,708 shares exercisable 1/3 on 2/20/04, 2/20/05 and 2/20/06.

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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