

EDDIE DAVID
Form 4
October 26, 2010

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 *
EDDIE DAVID

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)
10/22/2010

____ Director
 Officer (give title below) _____ Other (specify below)
VP and Corporate Controller

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) | | | | Price |
| Common Stock | 10/22/2010 | | M | | 13,631 | A | \$ 22.01 | 50,132 | D | |
| Common Stock | 10/22/2010 | | S | | 13,631 | D | \$ 40.6292 | 36,511 | D | |
| Common Stock | 10/22/2010 | | M | | 17,256 | A | \$ 23.17 | 53,767 | D | |
| Common Stock | 10/22/2010 | | S | | 17,256 | D | \$ 40.6292 | 36,511 | D | |
| Common Stock | 10/22/2010 | | M | | 3,870 | A | \$ 22.01 | 40,381 | D | |

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Common Stock 10/22/2010 S 3,870 D \$ 40.6292 36,511 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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 22.01 | 10/22/2010 | | M | 13,631 (2) | 10/27/2005 02/23/2015 | Common Stock | 13,631 |
| Employee Stock Option (Right to Buy) | \$ 23.17 | 10/22/2010 | | M | 17,256 | 02/14/2007 ⁽³⁾ 02/14/2016 | Common Stock | 17,256 |
| Employee Stock Option (Right to Buy) | \$ 22.01 | 10/22/2010 | | M | 3,870 (4) | 10/27/2005 02/23/2015 | Common Stock | 3,870 |
| Employee Stock Option | \$ 23.17 | 10/22/2010 | | M | 11,244 | 02/14/2007 ⁽⁵⁾ 02/14/2016 | Common Stock | 11,244 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | VP and Corporate Controller | |

EDDIE DAVID
2295 IRON POINT ROAD
SUITE 200
FOLSOM, CA 95630

Signatures

David Eddie

10/26/2010

**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) 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 9087 shares of common stock at an exercise price of \$33.01 per share, but was

(2) adjusted to reflect WCI's 3-for-2 stock splits in the form of a 50% stock dividend effective March 13, 2007. Accordingly, on March 13, 2007, the date the stock dividend was paid, the option became exercisable for 13,631 shares at an exercise price of \$22.01 per share.

(3) Option for 17,256 shares, 1/4 exercisable 2/14/07, 2/14/08, 2/14/09 and 2/14/10.

This option was previously reported as an option for 35,913 shares of common stock at an exercise price of \$33.01 per share, but was

(4) adjusted to reflect WCI's 3-for-2 stock splits in the form of a 50% stock dividend effective March 13, 2007. Accordingly, on March 13, 2007, the date the stock dividend was paid, the option became exercisable for 53,870 shares at an exercise price of \$22.01 per share.

(5) Option for 11,244 shares, 1/4 exercisable 7/14/07, 2/14/08, 2/14/09 and 2/14/10.

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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