

HARLAN MICHAEL W
 Form 4
 February 24, 2003

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| | | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | |
| Form 4 | | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 | | OMB APPROVAL <u>OMB</u> <u>Number:K235-0287</u> <u>Expires: January 31, 2005</u> Estimated average burden hours per response 0.5 | |
| See Instruction 1(b). | | | | | |
| (Print or Type Responses) | | | | | |
| 1. Name and Address of Reporting Person | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| (Last) (First) (Middle) Harlan, Michael | | Waste Connections, Inc. (WCN) | | ___XX___ Director 10% Owner ___ Officer (give ___ Other (specify title below) below) | |
| (Street) | | 3. IRS Identification Number of Reporting Person, if an entity (voluntary) | | 7. Individual or Joint/Group Filing | |
| | | 4. Statement for Month/Day/Year | | 5. If Amendment, | |
| | | February 20, 2003 | | | |

| | | | |
|------------------------------------|--|--------------------------------------|--|
| 35 Iron Point Circle, Suite 200 | | Date of Original (Month/Day/Year) | (Check Applicable Line) XX_Form filed by One Reporting Person ___Form filed by More than One Reporting Person --See Note 1. |
|------------------------------------|--|--------------------------------------|--|

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| (City) (State) (Zip) Folsom, CA 95630-8589 | 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) | | | Price | 5. Amount of Securities Beneficially Owned (D) Following Reported Transaction(s) (Instr. 3 and 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-------------------|-------|---|------------|---|
| | | | | Code | V | Amount (A) or (D) | | (Instr. 3) | (Instr. 4) | |
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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) | | Title |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option | \$32.62 | 2/20/03 | | A | | 20,000 | | * | 2/19/13 | Common Stock |

| | | | | | | | | | | |
|----------------|--|--|--|--|--|--|--|--|--|--|
| (right to buy) | | | | | | | | | | |
| | | | | | | | | | | |

* Option exercisable for 1/3 of the shares on each of 2/20/04, 2/20/05 and 2/20/06.

/s/ Michael Harlan J/24/03

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number