

WASTE CONNECTIONS INC/DE
Form 4
June 13, 2007

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/DE [WCN]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

C/O WASTE CONNECTIONS INC, 35 IRON POINT CIRCLE, SUITE 200

(Street)

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

FOLSOM, CA 95630-8589

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 06/11/2007 | | J(2)(3)(4) | 135,000 D \$ 19.39 | 295,140 | 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)

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| 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 Number Shares |
| Range forward purchase agreement (obligation to sell) | \$ 0 <u>(1)</u> | 06/11/2007 | | J <u>(2)(3)(4)</u> | 1 | 06/11/2007 | 06/11/2007 | Common Stock | 135,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MITTELSTAEDT RONALD J C/O WASTE CONNECTIONS INC 35 IRON POINT CIRCLE, SUITE 200 FOLSOM, CA 95630-8589 | X | | Chairman and CEO | |

Signatures

Ronald J. Mittelstaedt 06/13/2007
 **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 zeros in the table are placeholders only that are required by the EDGAR software and should be disregarded.
 On June 9, 2003, Mittelstaedt Enterprises, L.P. ("Enterprises"), a partnership controlled by the reporting person, entered into a range forward purchase agreement (the "Agreement") with an unaffiliated third party (the "Buyer"), under which Enterprises agreed to deliver 135,000 shares of Common Stock to the Buyer on June 11, 2007 (the "Maturity Date"). Enterprises pledged 135,000 shares of Common Stock to the Buyer to secure its obligations under the Agreement.
- (3) The price per Share (the "Purchase Price") to be paid by the Buyer on the Maturity Date depended on the closing price of the Common Stock on that date (the "Maturity Price"). If the Maturity Price were less than or equal to \$11.92, the Purchase Price would be \$11.92. If the Maturity Price were greater than or equal to \$19.39, the Purchase Price would be \$19.39. If the Maturity Price were greater than \$11.92 but less than \$19.39, the Purchase Price would be the Maturity Price. (These share numbers and dollar amounts have been adjusted pursuant to the Agreement to reflect the two 3-for-2 stock splits of the Common Stock that occurred on June 25, 2004 and March 13, 2007.)

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- (4) The Maturity Price was \$30.00. Accordingly, the Purchase Price was \$19.39. On June 11, 2007, Enterprises settled its obligation under the Agreement to deliver 135,000 shares to the Buyer, and was paid the Purchase Price in cash.

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.