

LITTLE JAMES
Form 4
May 18, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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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 *
LITTLE JAMES

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)
05/14/2010

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

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	05/14/2010		M			5,913	A	\$ 22.01	50,244	D	
Common Stock	05/14/2010		S			5,913	D	\$ 35.6148	44,331	D	
Common Stock	05/14/2010		M			9,087	A	\$ 22.01	53,418	D	
Common Stock	05/14/2010		S			9,087	D	\$ 35.6148	44,331	D	
Common Stock	05/14/2010		M			100	A	\$ 23.17	44,431	D	

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Common Stock	05/14/2010	S	100	D	\$ 35.6148	44,331	D
Common Stock	05/17/2010	M	14,144	A	\$ 23.17	58,475	D
Common Stock	05/17/2010	S	14,144	D	\$ 35.5493	44,331	D
Common Stock	05/17/2010	M	3,157	A	\$ 23.17	47,488	D
Common Stock	05/17/2010	S	3,157	D	\$ 35.5493	44,331	D
Common Stock	05/18/2010	M	14,099	A	\$ 23.17	58,430	D
Common Stock	05/18/2010	S	14,099	D	\$ 35.7491	44,331	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.01	05/14/2010		M	5,913 ⁽²⁾	02/23/2006	02/23/2015	Common Stock	5,913
Employee Stock Option (Right to Buy)	\$ 22.01	05/14/2010		M	9,087 ⁽³⁾	02/23/2006	02/23/2015	Common Stock	9,087
	\$ 23.17	05/14/2010		M	100 ⁽⁴⁾	02/14/2007	02/14/2016		100

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 23.17	05/17/2010	M	14,144 <u>(4)</u>	02/14/2007	02/14/2016	Common Stock	14,144	
Employee Stock Option (Right to Buy)	\$ 23.17	05/17/2010	M	3,157 <u>(5)</u>	02/14/2007	02/14/2016	Common Stock	3,157	
Employee Stock Option (Right to Buy)	\$ 23.17	05/18/2010	M	14,099 <u>(5)</u>	02/14/2007	02/14/2016	Common Stock	14,099	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTLE JAMES 2295 IRON POINT ROAD SUITE 200 FOLSOM, CA 95630			Vice President	

Signatures

James Little 05/18/2010

__Signature of Date
Reporting Person

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.
 - (2) This option was previously reported as an option for 43,942 shares of common stock at an exercise price of \$33.02 per share, but was adjusted to reflect the WCI 3-for-2 stock split 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 65,913 shares at an exercise price of \$22.01 per share.
 - (3) This option was originally reported as an option for 6,058 shares of common stock at an exercise price of \$33.01 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective June 24, 2004 and March 13, 2007. Accordingly, on March 13, 2007, the option became exercisable for 9,087 at an exercise price of \$22.01 per share.
 - (4) This option was originally reported as an option for 9,496 shares of common stock at an exercise price of \$34.76 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective June 24, 2004 and March 13, 2007.

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Accordingly, on March 13, 2007, the option became exercisable for 14,244.

- (5) This option was originally reported as an option for 11,504 shares of common stock at an exercise price of \$34.76 per share, but was adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividends effective June 24, 2004 and March 13, 2007. Accordingly, on March 13, 2007, the option became exercisable for 17,256.

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.