

WILLIAMS CHARLES E

Form 4

June 05, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS CHARLES E

2. Issuer Name **and** Ticker or Trading
Symbol
WASTE MANAGEMENT INC
[WMI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1001 FANNIN, SUITE 4000
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2006

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President

HOUSTON, TX 77002

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/01/2006		M		100,000	A	\$ 24.01	154,454.9821 D
Common Stock	06/01/2006		M		60,000	A	\$ 19.61	214,454.9821 D
Common Stock	06/01/2006		M		65,000	A	\$ 27.88	279,454.9821 D
Common Stock	06/01/2006		M		15,000	A	\$ 27.125	294,454.9821 D
Common Stock	06/01/2006		S		5,300	D	\$ 36.95	289,154.9821 D

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Common Stock	06/01/2006	S	16,000	D	\$ 36.91	273,154.9821	D
Common Stock	06/01/2006	S	7,300	D	\$ 36.9	265,854.9821	D
Common Stock	06/01/2006	S	48,700	D	\$ 36.88	217,154.9821	D
Common Stock	06/01/2006	S	800	D	\$ 36.87	216,354.9821	D
Common Stock	06/01/2006	S	1,700	D	\$ 36.86	214,654.9821	D
Common Stock	06/01/2006	S	100	D	\$ 36.85	214,554.9821	D
Common Stock	06/01/2006	S	3,300	D	\$ 36.84	211,254.9821	D
Common Stock	06/01/2006	S	900	D	\$ 36.83	210,354.9821	D
Common Stock	06/01/2006	S	8,300	D	\$ 36.82	202,054.9821	D
Common Stock	06/01/2006	S	400	D	\$ 36.81	201,654.9821	D
Common Stock	06/01/2006	S	800	D	\$ 36.8	200,854.9821	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy) ⁽¹⁾	\$ 27.125	06/01/2006		M		15,000		08/30/1997	08/30/2006	Common Stock	15,000

Stock Option (Right to Buy) ⁽²⁾	\$ 24.01	06/01/2006	M	100,000	03/01/2002	03/01/2011	Common Stock	100,000
Stock Option (right to buy) ⁽³⁾	\$ 27.88	06/01/2006	M	65,000	03/07/2003	03/07/2012	Common Stock	65,000
Stock Option (right to buy) ⁽³⁾	\$ 19.61	06/01/2006	M	60,000	03/06/2004	03/06/2013	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS CHARLES E 1001 FANNIN SUITE 4000 HOUSTON, TX 77002			Senior Vice President	

Signatures

Linda J. Smith,
attorney-in-fact

_____*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) Stock option granted pursuant to Waste Management, Inc. 1993 Stock Incentive Plan. Stock option vests in 20% annual increments, commencing on the first anniversary date of the date of grant.
- (2) Stock option granted pursuant to Waste Management, Inc. 2000 Stock Incentive Plan. Stock option vests in 25% annual increments, commencing on the first anniversary of the date of grant.
- (3) Stock option granted pursuant to Waste Management, Inc. 2000 Stock Incentive Plan. The stock option originally vested in 25% annual increments commencing on the first anniversary of the date of grant. The Compensation Committee of the Board of Directors accelerated the vesting of the Company's outstanding options effective December 28, 2005.

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.