

WASTE MANAGEMENT INC

Form 8-K

March 19, 2004

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 19, 2004

Waste Management, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
**(State or Other Jurisdiction
of Incorporation)**

1-12154
**(Commission
File Number)**

73-1309529
**(IRS Employer
Identification No.)**

1001 Fannin, Suite 4000 Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's Telephone number, including area code: (713) 512-6200

(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events

On March 19, 2004, Waste Management, Inc. (the Company) filed a prospectus supplement pursuant to Rule 424 of the Securities Act of 1933, as amended, to its registration statement on Form S-3 (No. 333-97697) (the Registration Statement), to register the issuance of shares of its common stock, par value \$0.01 per share (the Common Stock), upon exercise of an outstanding warrant of the Company.

The Company is filing a legal opinion issued in connection with the issuance of its shares of Common Stock as exhibit 5.1 hereof, to be incorporated by reference into the Registration Statement.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

5.1 Opinion of John S. Tsai.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

WASTE MANAGEMENT, INC.

Date: March 19, 2004

By: /s/ Cherie C. Rice
Cherie C. Rice
Vice President and Treasurer

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| Exhibit Number | Description |
|---------------------------|--------------------------|
| 5.1 | Opinion of John S. Tsai. |