

MITTELSTAEDT RONALD J

Form 4

November 01, 2010

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 *
MITTELSTAEDT RONALD J

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) Other (specify below)
Chief Executive Officer

(Street)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/28/2010		M		38,057	A	\$ 22.01	166,255	D
Common Stock	10/28/2010		S		38,057	D	\$ 40.7693	128,198	D
Common Stock	10/28/2010		M		4,544	A	\$ 22.01	132,742	D
Common Stock	10/28/2010		S		4,544	D	\$ 40.7693	128,198	D
Common Stock	10/28/2010		M		60,000	A	\$ 23.17	188,198	D

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Common Stock 10/28/2010 S 60,000 D \$ 40.7693 128,198 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	10/28/2010		M	38,057 (3)	02/23/2006	02/23/2015	Common Stock	38,057
Employee Stock Option (Right to Buy)	\$ 22.01	10/28/2010		M	4,544 (2)	02/23/2006	02/23/2015	Common Stock	4,544
Employee Stock Option (Right to Buy)	\$ 23.17	10/28/2010		M	60,000 (4)	02/14/2007	02/14/2016	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MITTELSTAEDT RONALD J 2295 IRON POINT ROAD SUITE 200 FOLSOM, CA 95630	X Chief Executive Officer

Signatures

Ronald
Mittelstaedt

11/01/2010

__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 zero in Table II, Column 8 is a placeholder only that is required by the EDGAR software and should be disregarded.

This option was previously reported as an option for 3,029 shares of common stock at an exercise price of \$33.01 per share, but was

(2) adjusted to reflect WCI's 3-for-2 stock split in the form of 50% stock dividends effective March 13, 2007. Accordingly, on March 13, 2007, the date the stock dividend was paid, the option became exercisable for 4,544 shares at an exercise price of \$22.01 per share.

This option was originally reported as an option for 91,971 shares of common stock at an exercise price of \$33.02 per share, but was

(3) 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 137,957 shares at an exercise price of \$22.01 per share.

This option was originally reported as an option for 40,000 shares of common stock at an exercise price of \$34.76 per share, but was

(4) adjusted to reflect WCI's 3-for-2 stock splits in the form of 50% stock dividend effective March 13, 2007. Accordingly, on March 13, 2007, the option became exercisable for 60,000 shares at an exercise price of \$23.17 per share.

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

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