#### WASTE CONNECTIONS INC/DE

Form 4 June 13, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL OMB** 

Number:

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obligations

Check this box

**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 may continue.

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MITTELSTAEDT RONALD J

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

(Check all applicable)

Chairman and CEO

5. Relationship of Reporting Person(s) to

WASTE CONNECTIONS INC/DE

[WCN]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 06/11/2007

X Director

10% Owner Other (specify X\_ Officer (give title

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

(First)

(Street)

(Last)

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

FOLSOM, CA 95630-8589

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

3. Transaction Code (Instr. 8)

4. Securities Acquired (A) 5. Amount of or Disposed of (D) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

D

of Indirect Beneficial Ownership (Instr. 4)

(9-02)

7. Nature

(A) or (D)

Reported Transaction(s) Price

(Instr. 3 and 4)

Common Stock

06/11/2007

J(2)(3)(4)

Code

135,000

Amount

1939

295,140

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 6. Date Exerci Number Expiration Da of (Month/Day/Y) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Range forward purchase agreement (obligation to sell)	\$ 0 (1)	06/11/2007		J(2)(3)(4)	1	06/11/2007	06/11/2007	Common Stock	135,00

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<u>.</u>	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.

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.