

WASTE MANAGEMENT INC

Form 424B5

June 21, 2004

**Filed Pursuant to Rule 424(b)(5)
Registration Number 333-97697**

PROSPECTUS SUPPLEMENT
(To Prospectus dated November 20, 2002)

13,958 SHARES

**WASTE MANAGEMENT, INC.
COMMON STOCK**

Our common stock is listed on the New York Stock Exchange under the trading symbol WMI. On June 18, 2004, the last reported sale price of the common stock on the New York Stock Exchange was \$29.44 per share.

We are issuing the shares directly to warrant holders upon exercise by such holders of currently outstanding warrants. The warrants, originally issued in June 1996, entitled the holders to purchase 700,000 shares of our common stock at a purchase price of \$29.00 per share. Pursuant to the terms of the warrants, the holders exercised by net settlement, meaning we withheld the number of shares necessary to pay the exercise price upon exercise as payment for the shares. Therefore, we will not receive any proceeds from the sale of the shares.

Investing in the common stock involves risks that are described in the Risk Factors section beginning on page 4 of the prospectus dated November 20, 2002.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

We expect to deliver the shares against payment therefor in Houston, Texas on or about June 24, 2004.

Prospectus Supplement dated June 21, 2004