

EDDIE DAVID
Form 4
February 15, 2007

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
EDDIE DAVID

2. Issuer Name and Ticker or Trading Symbol
WASTE CONNECTIONS INC/DE [WCN]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
VP and Corporate Controller

(Last) (First) (Middle)
35 IRON POINT CIRCLE, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 02/14/2007 | | F | | 435 ⁽¹⁾ | D | \$ 44.03 12,065 |
| Common Stock | 02/13/2007 | | M | | 22,500 | A | \$ 21.75 34,565 |
| Common Stock | 02/13/2007 | | S | | 22,500 ⁽⁴⁾ | D | \$ 46.4482 12,065 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 21.75 | 02/13/2007 | | M | 22,500 | 02/20/2004 ⁽²⁾ 02/20/2013 | Common Stock | 22,500 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EDDIE DAVID 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630 | | | VP and Corporate Controller | |

Signatures

David Eddie 02/15/2007
 **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) Represents shares withheld by the Company from an award of restricted stock units in satisfaction of the applicable withholding taxes due as a result of the vesting of those restricted stock units, through an automatic share withholding procedure. Pursuant to this procedure the Company withholds, as the units vest, a portion of the vested shares issuable under the award with a fair market value (measured as of the vesting date) equal to the amount of such withholding taxes.
 - (2) Option for 45,000 shares, 1/3 exercisable 2/20/04, 2/20/05 and 2/20/06.
 - (3) The zero in Table II, Column 8 is a placeholder only that is required by the EDGAR software and should be disregarded.
 - (4) These shares sold pursuant to a 10b5-1 plan.
 - (5)

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This option was previously reported as an option for 30,000 shares of common stock at an exercise price of \$32.62 per share, but was adjusted to reflect the 50% stock dividend declared by WCI on May 26, 2004, which was payable on June 24, 2004, to all holders of record of common stock on June 10, 2004. Accordingly, on June 24, 2004, the date the stock dividend was paid, the option became exercisable for 45,000 shares at an exercise price of \$21.75 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. 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.