SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

DeRueda Patrick J			. Date of Event tequiring Stater Month/Day/Yea 3/01/2005	nent	3. Issuer Name and Ticker or Trading Symbol <u>WASTE MANAGEMENT INC</u> [WMI]							
(Last) (First) (Middle) 1001 FANNIN SUITE 4000					4. Relationship of Reporting Pers (Check all applicable) Director X Officer (give title below)		on(s) to Issuer 10% Owner Other (specify below)		(Mon 6. Inc	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 		
(Street) HOUSTON (City)	TX (State)	77002 (Zip)				President, Recycle 2	America		1	X Form filed by One Reporting Person Form filed by More than One Reporting Person		
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock ⁽¹⁾					8,085		D					
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securi Underlying Derivative Securi			4. Conve or Exe	ercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
		Date Exercisable	Expiratior Date	n Title		Amount or Number of Shares	or Security Number of		Direct (D) or Indirect (I) (Instr. 5)			
Stock Option (ock Option (right to buy) ⁽²⁾		03/07/2003	03/07/2012	2	Common Stock	3,500 27.88		D			
Stock Option (right to buy) ⁽²⁾		03/06/2004	03/06/2013	3 Common Stock		7,000	19.61		D			
Stock Option (right to buy) ⁽²⁾		03/04/2005	03/04/2014		Common Stock	5,500	29.	.24	D			
Stock Option (right to buy) ⁽³⁾		01/28/2003	01/28/2012	2	Common Stock	3,500	29.	.64	D			

Explanation of Responses:

1. Includes 585 shares of restricted stock units granted on January 27, 2005, and 7,500 shares of restricted stock units granted on March 1, 2005, pursuant to the Waste Management, Inc. 2004 Stock Incentive Plan. The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.

2. Stock option granted pursuant to Waste Management, Inc. 2000 Stock Incentive Plan. Stock option vests in 25% annual increments, commencing on the first anniversary of the date of grant.

3. Stock option granted pursuant to Waste Management, Inc. 1993 Stock Incentive Plan. Stock option vests in 25% annual increments, commencing on the first anniversary of the date of grant.

Patrick J. DeRueda

03/09/2005

Date

** Signature of Reporting Person

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

 * If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.