FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549	
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OMB APPROVAL

l	OMB Number:	3235-0287
l	Estimated average burd	en
ı	hours ner resnonse:	0.5

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

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

1. Name and Address of Reporting Person* <u>Aardsma David A</u>					2. Issuer Name and Ticker or Trading Symbol WASTE MANAGEMENT INC [WMI]							(Ch	elationship of eck all application Director Officer	able)	Perso	on(s) to Issu 10% Ow Other (s)	ner
(Last) (First) (Middle) 1001 FANNIN STREET, SUITE 4000						3. Date of Earliest Transaction (Month/Day/Year) 06/02/2005								/P, Sales and Marketing			Jeony
(Street) HOUSTON TX 77002 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	ndividual or Joint/Group Filing (Check Applicable X Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
1. Title of Security (Instr. 3) 2. Transa Date (Month/D					Execution Date,			Code (Instr.					5. Amoun Securities Beneficia Owned Fo	s lly ollowing	Form:	Direct I Indirect E tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									v	Amount (A) or (D)		r Price	Transacti	nsaction(s) str. 3 and 4)			
	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	Code (Ins				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transactions	ly	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)		Date Exercisabl		xpiration ate	Title	Amount or Number of Shares		(Instr. 4)			
Phantom Stock Units ⁽¹⁾	\$0	06/02/2005		A		11.2146		08/08/198	8 0	8/08/1988	Common Stock	11.2146	\$0	1,082.12	251	D	

Explanation of Responses:

Remarks:

David A. Aardsma 06/03/2005

** Signature of Reporting Person Date

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 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).

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.

^{1.} Phantom stock unit is accrued under the Waste Management, Inc. Retirement Savings Restoration Plan, a supplemental retirement savin gs plan. A phantom stock unit is equivalent to one share of Common Stock.