(City)

FORM 4

(State)

(Zip)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		TOF CHANGES IN BENEFICIAL OWNE d pursuant to Section 16(a) of the Securities Exchange Act of 1934	RSHIP	OMB Number: Estimated average I hours per response:	ll l
Name and Address of Reporting Person* MYERS A MAURICE		or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol WASTE MANAGEMENT INC [WMI]	5. Relationship of Re (Check all applicable X Director	e)	o Issuer 9% Owner
(Last) (First) (1001 FANNIN SUITE 4000	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2004	. X Officer (giv below) Chai		ther (specify elow) rd
Street) HOUSTON TX 7	77002	4. If Amendment, Date of Original Filed (Month/Day/Year)	l	t/Group Filing (Chec by One Reporting F by More than One F	Person

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 3. Execution Date, if any (Month/Day/Year) 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code V		Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock ⁽¹⁾	06/01/2004		M		195,923	A	\$15.5625	492,163	D		
Common Stock ⁽¹⁾	06/01/2004		M		26,039	A	\$15.5625	518,202	D		
Common Stock ⁽¹⁾	06/01/2004		M		78,038	A	\$16.6875	596,240	D		
Common Stock ⁽¹⁾	06/01/2004		S		33,000	D	\$28.25	563,240	D		
Common Stock ⁽¹⁾	06/01/2004		S		14,800	D	\$28.26	548,440	D		
Common Stock ⁽¹⁾	06/01/2004		S		1,900	D	\$28.27	546,540	D		
Common Stock ⁽¹⁾	06/01/2004		S		5,100	D	\$28.28	541,440	D		
Common Stock ⁽¹⁾	06/01/2004		S		14,000	D	\$28.29	527,440	D		
Common Stock ⁽¹⁾	06/01/2004		S		13,100	D	\$28.3	514,340	D		
Common Stock ⁽¹⁾	06/01/2004		S		7,900	D	\$28.31	506,440	D		
Common Stock ⁽¹⁾	06/01/2004		S		13,900	D	\$28.32	492,540	D		
Common Stock ⁽¹⁾	06/01/2004		S		5,800	D	\$28.33	486,740	D		
Common Stock ⁽¹⁾	06/01/2004		S		8,100	D	\$28.34	478,640	D		
Common Stock ⁽¹⁾	06/01/2004		S		6,400	D	\$28.35	472,240	D		
Common Stock ⁽¹⁾	06/01/2004		S		7,400	D	\$28.36	464,840	D		
Common Stock ⁽¹⁾	06/01/2004		S		15,000	D	\$28.37	449,840	D		
Common Stock ⁽¹⁾	06/01/2004		S		9,400	D	\$28.38	440,440	D		
Common Stock ⁽¹⁾	06/01/2004		S		6,600	D	\$28.39	433,840	D		
Common Stock ⁽¹⁾	06/01/2004		S		5,800	D	\$28.51	428,040	D		
Common Stock ⁽¹⁾	06/01/2004		S		100	D	\$28.52	427,940	D		
Common Stock ⁽¹⁾	06/01/2004		S		200	D	\$28.53	427,740	D		
Common Stock ⁽¹⁾	06/01/2004		S		200	D	\$28.54	427,540	D		
Common Stock ⁽¹⁾	06/01/2004		S		2,000	D	\$28.55	425,540	D		

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) 5. Number of 6. Date Exercisable and 7. Title and Amount 9. Number of 11. Nature 3. Transaction 3A. Deemed 8. Price of Ownership Form: Direct (D) or Indirect (I) (Instr. 4) Conversion or Exercise Price of Derivative Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) of Securities Underlying Derivative Security (Instr. 3 and 4) derivative Securities Beneficially Owned of Indirect Beneficial Ownership (Instr. 4) Derivative Securities Expiration Date (Month/Day/Year) Derivative Date Security (Instr. 5) (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Following Reported Security Transaction(s) (Instr. 4) Amount or Number Date Expiration (D)

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)		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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Stock Option (Right to Buy)	\$15.5625	06/01/2004		M			195,923	11/11/1999 ⁽²⁾	11/11/2009	Common Stock	195,923	\$15.5625	303,817	D	
Stock Option (Right to Buy)	\$15.5625	06/01/2004		М			26,039	08/08/1988 ⁽³⁾	11/11/2009	Common Stock	26,039	\$15.5625	277,778	D	
Stock Option (Right to Buy)	\$16.6875	06/01/2004		М			78,038	11/10/2002 ⁽⁴⁾	01/03/2010	Common Stock	78,038	\$16.6875	197,377	D	

Explanation of Responses:

- 1. Option exercised and shares sold pursuant to Mr. Myers' Rule 10b5-1 Sales Plan.
- 2. Granted pursuant to the Company's 1993 Stock Incentive Plan. Options vest as follows: (i) 111,111 options vest on November 11, 1999, (ii) 222,222 options vest on November 10, 2001, (iii) 283,333 options vest on November 10, 2002, (iv) 172,222 options vest on November 10, 2003, and (v) 61,112 options vest on November 10, 2004.
- 3. Granted pursuant to the Company's 1993 Stock Incentive Plan. Options vest as follows: (i) 1/3 of the options shall vest upon the average closing price of the Company's common stock reaching at least \$21.50 for 60 consecutive days, (ii) 1/3 of the options shall vest upon the average closing price of the Company's common stock reaching at least \$27.00 for 60 consecutive days, (iii) 1/3 of the options shall vest upon the average closing price of the Company's common stock reaching at least \$34.00 for 60 consecutive days and (iv) 100% of the options shall vest in full on November 11, 2004, notwithstanding the foregoing.
- 4. Options granted pursuant to Waste Management, Inc. 1993 Stock Incentive Plan. Options vest in increments of one-third on each of November 10, 2002, November 10, 2003 and November 10, 2004.

Remarks:

Maurice A. Myers 06/03/2004

** 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.

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