FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATE	MENT	OF	CHA

## NGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 3235-0287 Estimated average burden 0.5 hours per response

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

Common Stock   12/03/2004   S   A   A   Common Stock   12/03/2004   S   A   A   Common Stock   12/03/2004   S   A   A   A   A   A   A   A   A   A	1. Name and Address of Reporting Person* WILLIAMS CHARLES E					2. Issuer Name and Ticker or Trading Symbol WASTE MANAGEMENT INC [ WMI ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director							
Common Stock   12/03/2004   S   1,275   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   1,275   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   1,275   D   52.985   133,68.8555   D   Common Stock   12/03/2004   S   1,275   D   52.985   133,68.8555   D   Common Stock   12/03/2004   S   1,275   D   52.985   133,68.8555   D   Common Stock   12/03/2004   S   1,275   D   52.985   133,68.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   1,275   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   1,275   D   52.981   116,806.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   2,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   3,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   3,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   3,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   3,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   3,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   3,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S   3,400   D   52.985   133,181.8555   D   Common Stock   12/03/2004   S	1001 FA	NNIN	irst)	(Middle)		13	12/03/2004									Senior Vice President					
Table   1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   1. Title of Security (Instr. 3)   2. Transaction (Month/Day/Year)   2. Transaction (Month	HOUSTO					<sup>4.</sup> 	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting					.	
2. Turn-action   2. T	(City)	(5			on-De	rivati		CUr	ities Ac	auire	4 Di	ienoead o	of or Re	neficis	ally	Owned					
Code   V   Amount   (A) or   Price   Transaction(s)   Transaction   Transact	1. Title of Security (Instr. 3) 2. Tran			2. Trans	action	tion 2A. Deemed Execution Date, if any		med on Date,	3. 4. Securi Transaction Dispose Code (Instr.			ies Acquired (A) or			5. Amount of Securities Beneficially Owned Following		Form: Direct (D) or Indirect		Indirect Beneficial Ownership		
Common Stock									Code	v	Amount	(A) or (D)	Price	Transaction(s)		on(s) nd 4)					
Common Stock   12/03/2004   S   2,400   D   \$29.85   139,181.8555   D	Common	Stock			12/03	3/2004	4			M		100,000	A	\$14.8	125	141,98	1.8555		D		
Common Stock   12/03/2004   S   5,300   D   \$29.83   132,606.8555   D	Common Stock		12/03/2004		1	,		S		400	D	\$29.	).86 141,581.8		1.8555		D				
Common Stock   12/03/2004   S   5,300   D   \$29.83   132,606.8555   D	Common Stock		12/03/2004		4			S		2,400	D	\$29.	0.85 139,181.8		1.8555		D				
Common Stock   12/03/2004   S   4,100   D   \$29.82   128,506.8555   D	Common Stock		12/03/2004		4			S		1,275	D	\$29.	29.84 137,906		6.8555		D				
Common Stock   12/03/2004   S   22,100   D   \$29.81   116,806.8555   D	Common Stock		12/03/2004		4			S		5,300	D	\$29.	\$29.83 132,606		6.8555		D				
Common Stock   12/03/2004   S   22,100   D   \$29.8   94,706.8555   D	Common Stock		12/03	12/03/2004				S		4,100	D	\$29.	29.82 128,506.		6.8555		D				
Common Stock   12/03/2004   S   4,400   D   \$29.79   90,306.8555   D	Common	Stock			12/03	3/2004	1			S		11,700	D	\$29.	81	116,80	6.8555		D		
Common Stock   12/03/2004   S   9,500   D   \$29.78   80,806.8555   D	Common	Stock			12/03	3/2004	1			S		22,100	D	\$29.	.8	3 94,706.8			D		
Common Stock  12/03/2004  S 6,900  D \$29.77 80,506.8555  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)  Date Exercisable and Derivative Security (Instr. 3)  Or Exercise Price of Derivative Security Security Security Securities  Code V (A) (D)  Date Exercisable Expiration Date (Instr. 4)  Stock Option  Stock  Option  Stock  12/03/2004  S 6,900  D \$29.77 80,506.8555  D  11. Nature of Securities Derivative Securities (Month/Day/Year)  Transaction Code (Instr. 8)  S 1, Number of Derivative Securities (Month/Day/Year)  S 10, Ownership Securities Securities (Month/Day/Year)  Ownership Common Uniform Or Number of Securities Securities (Instr. 4)  Stock Option  Stock  Option  S 1, 12/03/2004  S 1	Common Stock 12/03		3/2004	/2004					4,400	D	\$29.	.79 90,306.85		5.8555		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)  Price of Derivative Security (Instr. 3)  Conversion or Exercise (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  8. Price of Derivative Securities Derivative Securities Derivative Security (Instr. 3 and 4)  8. Price of Derivative Securities Derivative Security (Instr. 5)  Ownership Form: Direct (D) or Indirect Following Underlying Unstr. 3 and 4)  Stock Option  Stock Option  Ownership Form: Direct (D) or Indirect Following Indirect (I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Following Indirect (I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)  Ownership Form: Direct (D) or Indirect Transaction(I) (Instr. 4)	Common	n Stock 12/03		3/2004	/2004					9,500	D	\$29.	78	80,806.8555			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 Security  Security  1. Title of Derivative Security (Instr. 3)  2. Conversion of Exercise Price of Derivative Security (Instr. 3)  2. Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Securities (Instr. 5)  8. Price of Derivative Securities Senetically Owned Following Reported Transaction(s) (Instr. 4)  9. Number of Derivative Securities (Month/Day/Year)  10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  11. Nature Of Indirect (Month/Day/Year)  12. Date Expiration Date (Month/Day/Year)  13. Nature Of Indirect (I) (Instr. 4)  14. Date Expiration Tor Number of Shares  14. Date Expiration Tor Number of Shares  15. Number of Securities (Month/Day/Year)  16. Date Expiration Date (Month/Day/Year)  17. Title and Amount of Securities (Month/Day/Year)  18. Price of Derivative Securities (Month/Day/Year)  19. Number of Derivative Securities (Month/Day/Year)  19. Number of Derivative Securities (Month/Day/Year)  10. Ownership Ow	Common Stock 12			12/03	2/03/2004				S		300	D	\$29.	77	80,506.8555			D			
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security Security  2. Conversion or Exercise Price of Derivative Security Security  1. Title of Derivative Securities  1. Title of Securities  1. Title and Amount of Securities  1. Title and Amount of Securities  1. Title and Amount of Securities  1. Title of Derivative Securities  1. Title of Securities  1. Number of Derivative Security  1. Nature of Derivative Security  1. Nature of Derivative Securities  1. Number of Derivative Security  1. Nature of Derivative Security  1. Nature of Derivative Security  1. Nature of Securities  1. Number of Derivative Security  1. Nature of Securities  1. Number of Derivative Security  1. Number of Derivative Securities  1. Number of Derivative Security  1. Number of Derivative Securities  1. Number of Derivative Security  1. Nature Of Securities  1. Number of Derivative Security  1. Nature Of Securities  1. Number of Derivative Security  1. Nature Of Securities  1. Number of Derivative Security  1. Number of Securities  1. Number of Derivative Security  1. Number of Derivative Security  1. Number of Derivative Security  1. Number of Securities  1. Number of Derivative Security  1. Number of Ownership Deriv	Common Stock 12/03			3/2004	1			S		6,900	D	\$29.	76	73,606.8555			D				
Derivative Security (Instr. 3)  Stock Option  Stock Option  Derivative Security (Instr. 3)  Date (Month/Day/Year)  Date (Expiration Date (Month/Day/Year)  Derivative Securities Securities Securities Securities Securities Securities (Instr. 5)  Date (Instr. 4)  Date (Instr. 5)  Date (Instr. 5)  Date (Instr. 4)  Date (Instr. 4)  Date (Instr. 4)  Date (Instr. 5)  Date (Instr. 4)  Date (Instr. 4)  Date (Instr. 5)  Date (Instr. 5)  Date (Instr. 4)  Date (Instr. 4)  Date (Instr. 4)  Date (Instr. 5)  Date (Instr. 4)  Date (Instr. 5)  Date (Instr. 5)  Date (Instr. 4)  Date (Instr. 4)  Date (Instr. 4)  Date (Instr. 5)  Date (Instr. 4)  Date (Instr. 5)  Date (Instr. 4)  Date (Instr. 5)  Date (Instr. 4)  Date (Instr	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
Stock Option S14.9135 12/02/2004 M	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution Date, if any		e, Transactio Code (Inst		on Derivative Str. Securities Acquired (A) or Disposed of (D) (Instr.		Expiration Da		ate	of Securities Underlying Derivative Secu		Derivative Security	Derivative Security	derivative Securities Beneficially Owned Following Reported		Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
Option \$14,9125 12/02/2004 M 100.000 02/02/2011 02/02/2011 Common 100.000 514,9125 0.0000 D						Code	v	(A)	(D)		sable		Title	or Numbe	r			Jil(ə)			
Buy) <sup>(1)</sup>	Option (Right to	\$14.8125	12/03/2004			М			100,000	02/28/2	2001	02/28/2010	Common Stock	100,00	00	\$14.8125	0.000	0	D		

1. 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.

## Remarks:

Charles E. Williams

12/06/2004

\*\* 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.

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.