
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

WASTE MANAGEMENT, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

73-1309529
(I.R.S. Employer
Identification Number)

1001 FANNIN STREET
SUITE 4000
HOUSTON, TEXAS 77001
(713) 512-6200
(Address, including zip code, and telephone number,
including area code of Registrant's principal executive offices)

WASTE MANAGEMENT, INC. EMPLOYEE STOCK PURCHASE PLAN
(Full titles of the Plans)

LAWRENCE O'DONNELL, III
WASTE MANAGEMENT, INC.
1001 FANNIN STREET
SUITE 4000
HOUSTON, TEXAS 77002
(713) 512-6200
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Waste Management, Inc., a Delaware corporation (the "Company"), registered the issuance of up to 1,409,708 shares of its common stock, par value \$0.01 per share (the "Common Stock"), on this Registration Statement on Form S-8 No. 333-45064 (the "Registration Statement") pursuant to the Waste Management, Inc. Employee Stock Purchase Plan (the "ESPP"). A total of 1,320,442 shares have been issued under this Registration Statement. The Company's Board of Directors recently adopted, and the stockholders approved, an amendment to the ESPP pursuant to which the number of shares available for purchase under the Registration Statement pursuant to the ESPP was increased by 2,000,000 shares. On June 18, 2003, the Company filed a registration statement on Form S-8 No. 333-106223 (the "New Registration Statement") registering the issuance of up to 2,089,266 shares pursuant to the ESPP, including the 2,000,000 additional shares, and the 89,266 shares remaining available for issuance on this Registration Statement.

In accordance with the principles set forth in Interpretation 89 under Section G "Securities Act Forms" of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Securities and Exchange Commission (July 1997) and Instruction E to Form S-8, the Company is hereby removing the remaining 89,266 shares from registration, which represents the 1,409,708 shares originally registered pursuant to this Registration Statement less the number of shares sold under this Registration Statement. The shares which are hereby removed from registration have been carried over to the New Registration Statement and continue to be registered on the New Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on the 18th day of June, 2003.

WASTE MANAGEMENT, INC.

/s/ A. Maurice Myers

By: A. Maurice Myers
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on the 18th day of June, 2003.

SIGNATURE
TITLE -----

- /s/ A.
Maurice
Myers
President,
Chief
Executive
Officer
and
Chairman
of the
Board - --

-- A.
Maurice
Myers
(Principal
Executive
Officer)
/s/ David
P. Steiner
Executive
Vice
President
and Chief
Financial
Officer -

---- David
P. Steiner
(Principal
Financial
Officer)

/s/ Robert
G. Simpson
Senior
Vice
President
and Chief
Accounting
Officer -

Robert G.
Simpson
(Principal
Accounting
Officer)

/s/
Pastora
San Juan
Cafferty
Director -

Pastora
San Juan
Cafferty
/s/ Frank
M. Clark,
Jr.
Director -

---- Frank
M. Clark,
Jr. /s/
Robert S.
Miller
Director -

Robert S.
Miller

SIGNATURE
TITLE --

/s/ John
C. Pope
Director
- -----

John C.
Pope /s/
W.
Robert
Reum
Director
- -----

---- W.
Robert
Reum /s/
Steven
G.
Rothmeier
Director
- -----

Steven
G.
Rothmeier
/s/ Carl
W. Vogt
Director
- -----

Carl W.
Vogt /s/
Ralph V.
Whitworth

Director

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Ralph V.

Whitworth