FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |  |  |

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

| 1. Name and Address of Reporting Person*  PRESTON STEVEN C    |  |  |  |   |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol WASTE MANAGEMENT INC [ WM ] |                 |  |        |                  |  |                                      |   | k all applic<br>Directo | •   |                                 | on(s) to Issu<br>10% Ow<br>Other (s                                      | vner   |
|---|--|--|--|---|---|--|-----------------|--|--------|------------------|--|--------------------------------------|---|-------------------------|---|---------------------------------|--|--|
| 1001 FANNIN STREET  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) 03/09/2012 |   |  |                 |  |        |                  |  | X                                    | below)  | xecutive Vice F         |   | below)                          | респу  |  |
| SUITE 4000  |  |  |  |   | If Amendment, Date of Original Filed (Month/Day/Year) |  |                 |  |        |                  |  | 6                                    | 6. Individual or Joint/Group Filing (Check Applicable |                         |   |                                 |  |  |
| (Street) HOUSTON TX 7700                                      |  | 77002                                      |  |   |   |  |                 |  |        |                  | L  | ine)<br>X                            |   |                         |   |                                 |  |  |
| (City) (State) (Zip)  |  |  |  |   |   |  |                 |  |        |                  |  |                                      | Person  |                         |   |                                 |  |  |
|   |  | Tab  | le I - Non-I   | Deriva  | tive S  | ecuritie   | s Ac            | quired, D  | isp    | osed o           | f, or Be   | nefici                               | ally  | Owned                   |   |                                 |  |  |
| 1. Title of Security (Instr. 3)  2. Transac Date (Month/Date) |  |  |  | Execution Date,   |   |  | Code (Instr. 5) |  |        |                  |  | 4 and Securitie<br>Benefici          |   | s<br>ally<br>ollowing   | Form  | : Direct<br>Indirect<br>str. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership                      |  |
|   |  |  |  |   |   |  | Code            | ,  | Amount | mount (A) or (D) |  | e                                    | Transact<br>(Instr. 3 a                               | ction(s)                |   |                                 | (Instr. 4)   |  |
|   | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |  |   |   |  |                 |  |        |                  |  |                                      |   |                         |   |                                 |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)           | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Dat<br>if any<br>(Month/Day/Ye | Co  | nsactio<br>de (Inst                                   |  |                 | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |        |                  | 7. Title and Amo<br>of Securities<br>Underlying<br>Derivative Secu<br>(Instr. 3 and 4) |                                      | Derivati<br>Securit                                   |                         | 9. Number<br>derivative<br>Securities<br>Beneficial<br>Owned<br>Following<br>Reported<br>Transactio<br>(Instr. 4) | e<br>es<br>ally<br>g            | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |  |  |  | Cod   | de V  | (A)  | (D)             | Date<br>Exercisable  |        | piration<br>ate  | Title  | Amou<br>or<br>Number<br>of<br>Shares | er  |                         |   |                                 |  |  |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(1)</sup>           | \$34.935   | 03/09/2012                                 | 03/09/2012   | 2 A   |   | 41,782   |                 | 03/09/2013   | 03.    | 3/09/2022        | Common<br>Stock  | 41,78                                | 32  | \$0.0000                | 41,782  | 2                               | D  |  |

## **Explanation of Responses:**

1. Stock option granted pursuant to Waste Management, Inc. 2009 Stock Incentive Plan. The stock option vests 25% on the first and second anniversary of the date of grant with the remaining 50% on the third anniversary of the date of grant.

Linda J. Smith, Attorney-in-

03/12/2012

<u>fact</u>

\*\* 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.