

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

NSC Corporation

(Name of Issuer)

Common Stock \$.01 par value per share

(Title of Class of Securities)

00062938T1

(CUSIP Number)

Gregory T. Sangalis, Senior Vice President,
General Counsel and Secretary
Waste Management, Inc.
First City Tower
1001 Fannin Street, Suite 4000
Houston, Texas 77002
(713) 512-6200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

February 12, 1999

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition which is the subject of this Schedule 13D, and is filing this
schedule because of (S)240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the
following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING PERSON
1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Waste Management, Inc.
IRS Identification No. 73-1309529

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2 Not Applicable (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)
5 Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	7	SOLE VOTING POWER
NUMBER OF		5,380,670
SHARES		-----
		SHARED VOTING POWER
BENEFICIALLY	8	
OWNED BY		0
EACH		-----
		SOLE DISPOSITIVE POWER
REPORTING	9	
PERSON		5,380,670

WITH	10	SHARED DISPOSITIVE POWER
		0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

11 5,380,670

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

12

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 54%

TYPE OF REPORTING PERSON*

14 CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 4 relates to the Statement on Schedule 13D, as amended by Amendments No. 1, 2 and 3 (the "Original Schedule 13D"), filed by Waste Management Holdings, Inc. (formerly named Waste Management, Inc.) ("WMX"), Chemical Waste Management, Inc. ("CWM"), Wheelabrator Technologies Inc. ("WTI"), Rust International Inc. ("Rust International"), Rust Industrial Services Inc. ("Rust Services") and Rust Remedial Services Holding Company Inc. ("Remedial Services"), with respect to the common stock, \$.01 par value (the "Common Stock"), of NSC Corporation (the "Issuer"). This Amendment supplements and amends the Original Schedule 13D and should be read in conjunction therewith. Capitalized terms used but not otherwise defined herein have the meanings ascribed them in the Original Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.

(a), (b), (c): This Amendment is being filed on behalf of Waste Management, Inc. ("Waste Management"), a Delaware corporation (formerly named USA Waste Services, Inc.) that on July 16, 1998 became the parent of WMX, and the other reporting persons that have previously filed the Original Schedule 13D.

Waste Management is engaged in providing waste management services on a global basis. The principal executive offices of Waste Management and the other reporting persons are located at 1001 Fannin Street, Suite 4000, Houston Texas 77002. The name, business address and present principal occupation of each of the directors and executive officers of the reporting persons are set forth in Appendix I which is attached hereto and incorporated herein by reference.

(d), (e): None of the reporting persons nor, to the best of their knowledge, any director or executive officer of any of them listed on Appendix I hereto, has been, during the last five years (1) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f): Each director and executive officer of the reporting persons listed in Appendix I hereto is a citizen of the United States.

ITEM 4. PURPOSE OF TRANSACTION.

Pursuant to an Agreement and Plan of Merger dated as of February 12, 1999 (the "Merger Agreement") by and among NSC Holdings, Inc. ("Holdings"), NSC Acquisition, Inc. ("Merger Sub"), Waste Management and the Issuer, Merger Sub will be merged with and into the Issuer (the "Transaction"). At the effective time of the Transaction, each issued and outstanding share of Common Stock (other than any treasury shares, which will be canceled) will be converted into the right to receive \$1.12 cash. As a condition precedent to the Transaction, Waste Management will, pursuant to the Merger Agreement, cause its

affiliates to (1) surrender 996,420 shares of Common Stock to the Issuer in exchange for a \$1,115,990 subordinated note from the Issuer bearing interest at 11.0% per annum and having a maturity of December 31, 2003, and (2) transfer certain assets of Olshan Demolishing Company, Inc. to a wholly-owned affiliate of the Issuer and surrender a \$4,520,000 non-interest bearing note to the Issuer, in exchange for a \$2,400,000 subordinated note from the Issuer bearing interest at 12.5% per annum and having a maturity of December 31, 2005.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a), (b): Because of its ownership of 100% of the outstanding shares of the common stock of WMX, Waste Management may be deemed to be the beneficial owner of, and to have shared voting and investment power over, an aggregate of 5,380,670 shares of Common Stock (consisting of 1,370,670 shares held by Remedial Services and 4,010,000 shares held by Rust Services), representing approximately 54% of the outstanding shares of Common Stock. Except as provided in the Merger Agreement (see Item 4) and the Voting Agreement (see Item 6), there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 or between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. To the knowledge of the reporting persons, none of the directors or executive officers listed on Appendix I hereto beneficially owns any shares of Common Stock.

(c): Except as otherwise described herein, none of Remedial Services, Rust Services, Rust International, CWM, WTI, WMX or Waste Management, nor, to the best of their knowledge, any director or executive officer listed on Appendix I hereto, has engaged in any transaction in the Common Stock during the past 60 days.

(d): Subject to the Merger Agreement (see Item 4), Remedial Services and Rust Services have the exclusive right to receive dividends from, or the proceeds from the sale of, all of the shares of Common Stock which they hold, respectively.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Pursuant to a Voting Agreement dated as of February 12, 1999 between Holdings and Waste Management, Waste Management has agreed to cause its affiliates to vote the shares of Common Stock they own in favor of the Transaction at any meeting of the Issuer's stockholders during the term of the Voting Agreement. As a result, Waste Management expects the Transaction to be approved and thereby to dispose of its entire beneficial interest in the Common Stock.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 -- Agreement and Plan of Merger dated as of February 12, 1999 by and among NSC Holdings, Inc., NSC Acquisition, Inc., Waste Management, Inc. and NSC Corporation.

Exhibit 2 -- Voting Agreement dated as of February 12, 1999 by and between NSC Holdings, Inc. and Waste Management, Inc.

Exhibit 3 -- Agreement dated as of February 12, 1999 by Waste Management, Inc. regarding the filing of this Amendment.

APPENDIX I

Set forth below are the names and present principal occupations of each director and executive officer of Waste Management. Except as otherwise set forth below, the business address of each of the persons listed is the same as that set forth in Item 2 for Waste Management.

Name and
Business Address

Position with Waste Management and
Present Principal Occupation

H. Jesse Arnelle
BB&T Financial Center
200 West Second Street
Winston-Salem, North Carolina 27101

Director; Of Counsel to Womble, Carlyle,
Sandridge and Rice, a law firm

Pastora San Juan Cafferty
The School of Social Services
Administration
969 East 60th Street
Chicago, Illinois 60637

Director; Professor, The University of
Chicago

Donald R. Chappel

Senior Vice President,
Operations/Administration

Ralph F. Cox
RABAR Enterprises
4615 Post Oak Place
Suite 140
Houston, Texas 77027

Director; Management Consultant

Robert P. Damico

Senior Vice President, Midwest Area

Earl E. DeFrates

Executive Vice President and Chief
Financial Officer

John E. Drury

Director; Chief Executive Officer

Richard J. Heckmann
40-004 Cook Street
Palm Desert, CA 92211

Director; Chairman, President and Chief
Executive Officer of United States Filter
Corporation

Roderick M. Hills
1200 19th Street, N.W.
Washington, D.C. 20036

Director; President, Hills Enterprises,
Ltd., a consulting firm

David R. Hopkins

Senior Vice President, International
Operations

Ronald H. Jones

Vice President and Treasurer

Richard D. Kinder 1301 McKinney, Suite 3450 Box 67 Houston, TX 77010	Director; Chairman and Chief Executive Officer of Kinder Morgan Energy Partners, L.P.
Miller J. Mathews, Jr.	Senior Vice President, Southern Area
Robert S. Miller 3003 Butterfield Road Oak Brook, IL 60523-1100	Director; Chairman of the Board
Paul M. Montrone Liberty Lane Hampton, New Hampshire 03842	Director; Chairman of the Board, President and Chief Executive Officer of Fisher Scientific International Inc.
Susan J. Piller	Senior Vice President, Employee Relations
John C. Pope 818 South Ridge Road Lake Forest, Illinois 60045	Director; Chairman of the Board, Motive Power Industries, Inc.
Rodney R. Proto	Director; President and Chief Operating Officer
Steven G. Rothmeier 332 Minnesota Street St. Paul, Minnesota 55101	Director; Chairman and Chief Executive Officer of Great Northern Capital, a private investment management, consulting and merchant banking firm
William A. Rothrock	Senior Vice President, Business Development
Gregory J. Sangalis	Senior Vice President, General Counsel and Secretary
Robert G. Simpson	Vice President, Taxation
Douglas G. Sobey	Senior Vice President, Western Area
Bruce E. Snyder	Vice President and Chief Accounting Officer
David Sutherland-Yoest	Senior Vice President, Atlantic Area
Ralph V. Whitworth 4330 LaJolla Village Drive Suite 220 San Diego, CA 92122	Director, Principal and Managing Partner of Relational Investors, L.P.
Charles A. Wilcox	Senior Vice President, Eastern Area

Jerome B. York
150 S. Rodeo Drive
Suite 250
Beverly Hills, CA 90212

Director; Vice Chairman of Tracinda
Corporation

Set forth below are the names and present principal occupations of each director and executive officer of WMX. Except as otherwise set forth below, the business address of each of the persons listed is the same as that set forth in Item 2 for WMX.

Name and
Business Address

Position with WMX and
Present Principal Occupation

Donald R. Chappel

President; Senior Vice President,
Operations/Administration of Waste
Management

Earl E. DeFrates

Executive Vice President and Chief
Financial Officer; Executive Vice President
and Chief Financial Officer of Waste
Management

Ronald H. Jones

Vice President and Treasurer; Vice
President and Treasurer of Waste
Management

Gregory T. Sangalis

Director and Senior Vice President and
Secretary; Senior Vice President and
Secretary of Waste Management

Bruce E. Snyder

Vice President and Chief Accounting
Officer; Vice President and Chief
Accounting Officer of Waste Management

Set forth below are the names and present principal occupations of each director and executive officer of CWM. Except as otherwise set forth below, the business address of each of the persons listed is the same as that set forth in Item 2 for CWM.

Name and Business Address -----	Position with CWM and Present Principal Occupation -----
Donald R. Chappel	President; Senior Vice President, Operations/Administration of Waste Management
Earl E. DeFrates	Executive Vice President and Chief Financial Officer; Executive Vice President and Chief Financial Officer of Waste Management
Ronald H. Jones	Vice President and Treasurer; Vice President and Treasurer of Waste Management
Gregory T. Sangalis	Director and Senior Vice President and Secretary; Senior Vice President and Secretary of Waste Management
Bruce E. Snyder	Vice President and Chief Accounting Officer; Vice President and Chief Accounting Officer of Waste Management

Set forth below are the names and present principal occupations of each director and executive officer of WTI. Except as otherwise set forth below, the business address of each of the persons listed is the same as that set forth in Item 2 for WTI.

Name and Business Address -----	Position with WTI and Present Principal Occupation -----
Donald R. Chappel	Executive Vice President; Senior Vice President, Operations/Administration of Waste Management
Earl E. DeFrates	Executive Vice President and Chief Financial Officer; Executive Vice President and Chief Financial Officer of Waste Management
Ronald H. Jones	Vice President and Treasurer; Vice President and Treasurer of Waste Management
John M. Kehoe, Jr. 4 Liberty Lane West Hampton, New Hampshire 03842	President
Gregory T. Sangalis	Director and Senior Vice President and Secretary; Senior Vice President and Secretary of Waste Management
Bruce E. Snyder	Vice President and Chief Accounting Officer; Vice President and Chief Accounting Officer of Waste Management

Set forth below are the names and present principal occupations of each director and executive officer of Rust International. Except as otherwise set forth below, the business address of each of the persons listed is the same as that set forth in Item 2 for Rust International.

Name and Business Address -----	Position with Rust International and Present Principal Occupation -----
Donald R. Chappel	President; Senior Vice President, Operations/Administration of Waste Management
Earl E. DeFrates	Executive Vice President and Chief Financial Officer; Executive Vice President and Chief Financial Officer of Waste Management
Ronald H. Jones	Vice President and Treasurer; Vice President and Treasurer of Waste Management
Gregory T. Sangalis	Director and Senior Vice President and Secretary; Senior Vice President and Secretary of Waste Management
Bruce E. Snyder	Vice President and Chief Accounting Officer; Vice President and Chief Accounting Officer of Waste Management

Set forth below are the names and present principal occupations of each director and executive officer of Rust Services. Except as otherwise set forth below, the business address of each of the persons listed is the same as that set forth in Item 2 for Rust Services.

Name and Business Address -----	Position with Rust Services and Present Principal Occupation -----
Donald R. Chappel	President; Senior Vice President, Operations/Administration of Waste Management
Earl E. DeFrates	Executive Vice President and Chief Financial Officer; Executive Vice President and Chief Financial Officer of Waste Management
Ronald H. Jones	Vice President and Treasurer; Vice President and Treasurer of Waste Management
Gregory T. Sangalis	Director and Senior Vice President and Secretary; Senior Vice President and Secretary of Waste Management
Bruce E. Snyder	Vice President and Chief Accounting Officer; Vice President and Chief Accounting Officer of Waste Management

Set forth below are the names and present principal occupations of each director and executive officer of Remedial Services. Except as otherwise set forth below, the business address of each of the persons listed is the same as that set forth in Item 2 for Remedial Services.

Name and Business Address -----	Position with Remedial Services and Present Principal Occupation -----
Donald R. Chappel	President; Senior Vice President, Operations/Administration of Waste Management
Earl E. DeFrates	Executive Vice President and Chief Financial Officer; Executive Vice President and Chief Financial Officer of Waste Management
Ronald H. Jones	Vice President and Treasurer; Vice President and Treasurer of Waste Management
Gregory T. Sangalis	Director and Senior Vice President and Secretary; Senior Vice President and Secretary of Waste Management
Bruce E. Snyder	Vice President and Chief Accounting Officer; Vice President and Chief Accounting Officer of Waste Management

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Waste Management, Inc. certifies that the information set forth in this Amendment is true, complete and correct.

WASTE MANAGEMENT, INC.

By: /s/ Gregory T. Sangalis

Gregory T. Sangalis
Senior Vice President and Secretary

Dated: February 12, 1999

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Waste Management Holdings, Inc. certifies that the information set forth in this Amendment is true, complete and correct.

WASTE MANAGEMENT HOLDINGS, INC.

By: /s/ Gregory T. Sangalis

Gregory T. Sangalis
Senior Vice President and Secretary

Dated: February 12, 1999

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Wheelabrator Technologies Inc. certifies that the information set forth in this Amendment is true, complete and correct.

WHEELABRATOR TECHNOLOGIES INC.

By: /s/ Gregory T. Sangalis

Gregory T. Sangalis
Senior Vice President and Secretary

Dated: February 12, 1999

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Chemical Waste Management, Inc. certifies that the information set forth in this Amendment is true, complete and correct.

CHEMICAL WASTE MANAGEMENT, INC.

By: /s/ Gregory T. Sangalis

Gregory T. Sangalis
Senior Vice President and Secretary

Dated: February 12, 1999

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Rust International Inc. certifies that the information set forth in this Amendment is true, complete and correct.

RUST INTERNATIONAL INC.

By: /s/ Gregory T. Sangalis

Gregory T. Sangalis
Senior Vice President and Secretary

Dated: February 12, 1999

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Rust Industrial Services Inc. certifies that the information set forth in this Amendment is true, complete and correct.

RUST INDUSTRIAL SERVICES INC.

By: /s/ Gregory T. Sangalis

Gregory T. Sangalis
Senior Vice President and Secretary

Dated: February 12, 1999

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Rust Remedial Services Holding Company Inc. certifies that the information set forth in this Amendment is true, complete and correct.

RUST REMEDIAL SERVICES HOLDING COMPANY INC.

By: /s/ Gregory T. Sangalis

Gregory T. Sangalis
Senior Vice President and Secretary

Dated: February 12, 1999

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
Exhibit 1	Agreement and Plan of Merger dated as of February 12, 1999 by and among NSC Holdings, Inc., NSC Acquisition, Inc., Waste Management, Inc. and NSC Corporation (incorporated by reference to exhibit 99.1 to the Report on Form 8-K dated as of February 12, 1999 filed by NSC Corporation (Exchange Act File No. 018597)).
Exhibit 2	Voting Agreement dated as of February 12, 1999 by and between NSC Holdings, Inc. and Waste Management, Inc. (incorporated by reference to exhibit 99.2 to the Report on Form 8-K dated as of February 12, 1999 filed by NSC Corporation (Exchange Act File No. 018597)).
Exhibit 3	Agreement dated as of February 12, 1999 by Waste Management, Inc. regarding the filing of one or more amendments to the Statement on Schedule 13D.

The undersigned reporting person hereby agrees that the Amendment to the Statement on Schedule 13D to which this agreement is attached (together with all future amendments thereto) is filed on its behalf as well as each of the other reporting persons identified in the Agreement dated May 13, 1993 filed as Exhibit 3 to the Original Schedule 13D referred to in said Amendment, in which the undersigned reporting person hereby joins, pursuant to Rule 13d-1(k)(i).

Dated: February 12, 1999

WASTE MANAGEMENT, INC.

By /s/ Gregory T. Sangalis

Gregory T. Sangalis
Senior Vice President and Secretary