FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See

Instruction 1(b)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

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

) or 4 and 5)	1 and 5) Se Be	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
cially	cially Ow	wned		
	X	dual or Joint/Group Form filed by One Form filed by Mor	e Reporting Pers	on
		Officer (give title below)	Othe belov	r (specify v)
5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
_		5. Relati	5. Relationship of Reportir	5. Relationship of Reporting Person(s) to Is

Date (Month/Day/Year)	if any (Month/Day/Year)	Code (Instr. 8)		Disposed Of (D) (instr. 3, 4 and 5)			Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
		Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(1150.4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution Date.	4.											
Price of Derivative Security	(Month/Day/Year)	if any	Transa Code (8)			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	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)		
\$0	07/15/2007		A		1,016.002		08/08/1988	08/08/1988	Common Stock	1,016.002	\$0	13,805.933 ⁽²⁾	D	
ļ	Derivative Security	Derivative Security	Derivative Security	Derivative Security Code	Derivative Security Code V	Derivative Security Code V (A)	Derivative Security Code V (A) (D)	Derivative Security Code V (A) (D) Date Exercisable	Derivative Security Code V (A) (D) Date Expiration Date	Derivative Security or Disposed of (D) (Instr. 3, 4 and 5) or Disposed of (D) (Instr. 3, 4 and 5) or Disposed of (D) (Instr. 3, 4 and 5) S0 07/15/2007 A 1.015.002 08/08/1988 08/08/1988 Common	Derivative Security or Disposed of (D) (Instr. 3, 4 and 5) or Disposed of (D) (Instr. 3, 4 and 5) or Disposed of (D) (Instr. 3, 4 and 5) S0 07/15/2007 A 1016 002 08/08/1988 08/08/1988 Common 1 016 002	Derivative Security or Disposed of (D) (Instr. 3, 4 and 5) or Disposed of (D) (Instr. 3, 4 and 5) or Disposed of (D) (Instr. 3, 4 and 5) S0 07/15/2007 A 1.016.002 08/08/1988 08/08/1988 Common 0.08/08/1988 1.016.002 50	Derivative Security Image: Constraint of the problem of the probl	Derivative Security $\left \begin{array}{c c c c c c } \hline & & & & & & & & & & & & & & & & & & $

Explanation of Responses:

1. Stock units accrued under the 2003 Waste Management, Inc. Directors' Deferred Compensation Plan. The stock units will be paid out in shares of common stock following termination of Board service. 2. Form 4 amended to correct Item 9, Number of Derivative Securities Beneficially Owned.

Remarks:

Linda J. Smith, attorney-in-fact 07/23/2007

** 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.