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## FORM 4

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

OMB APPROVAL

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

## TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

	0.7.1								
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

1. Name and Address of Reporting Person <sup>*</sup> Aardsma David A			2. Issuer Name and Ticker or Trading Symbol <u>WASTE MANAGEMENT INC</u> [ WMI ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
I (Last) (First) (Middle) I		( , , , , , , , , , , , , , , , , , , ,	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2005	X Oncer (give the Other (specify below) below) Sr. VP, Sales and Marketing
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
HOUSTON	TX	77002		X Form filed by One Reporting Person
(City)	(State)	(Zip)	—	Form filed by More than One Reporting Person
		Table I - Non-Der	ivative Securities Acquired. Disposed of, or Bene	eficially Owned

Table 1 - Non-Derivative Occurrics Acquired, Disposed of, or Derivitiany Owned										
I. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

# 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security urity (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Phantom Stock Units <sup>(1)</sup>	\$0	02/10/2005		A		7.7826		08/08/1988	08/08/1988	Common Stock	7.7826	\$0	1,004.3952	D	

Explanation of Responses:

1. Phantom stock units accrued under the Waste Management, Inc. Retirement Savings Restoration Plan, a supplemental retirement savin gs plan. A phantom stock unit is equivalent to one share of Common Stock.

#### **Remarks:**

### David A. Aardsma

02/14/2005 Date

\*\* Signature of Reporting Person

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.