FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

**OMB APPROVAL** 3235-0104 OMB Number: Estimated average burden hours per response: 0.5

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 Add	2. Date of Eve Requiring Sta (Month/Day/Y 03/07/2003	tement	3. Issuer Name and Ticker or Trading Symbol WASTE MANAGEMENT INC [ WMI ]							
	ast) (First) (Middle) 001 FANNIN1001 FANNIN UITE 4000SUITE 4000					tionship of Reporting Pers all applicable) Director Officer (give title	10% Owner	(Mon 03/0	5. If Amendment, Date of Original Filed (Month/Day/Year) 03/07/2003	
(Street) HOUSTON (City)	TX (State)	77002 (Zip)				President, Recycle	below) America		cable Line) Form filed by	Group Filing (Check  One Reporting Person  More than One erson
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					int of Securities ally Owned (Instr. 4)	3. Ownershi Form: Direct or Indirect (Instr. 5)	t (D)   (Instr.	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (			4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	
Phantom Stock Units <sup>(1)</sup>			08/08/1988	08/08/1988	(	Common Stock	203.4009(2)	0	D	

## **Explanation of Responses:**

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

2. Form 3 amended to reflect corrected end-of-period holdings.

## Remarks:

Linda J. Smith, attorney-in-fact 05/24/2004

\*\* 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 5 (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.