SEC	Form	4
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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

STATEMENT 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 OMB APPROVAL
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			of Section So(n) of the investment Company Act of 1940								
1. Name and Addre		g Person [*] (Middle)	2. Issuer Name and Ticker or Trading Symbol WASTE MANAGEMENT INC [WMI] 3. Date of Earliest Transaction (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below)							
(Last)	· · /	()	04/06/2006	Sr. VP, Sales and Marketing							
1001 FANNIN	STREET, SU	ITE 4000									
(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							
(City)	(Siale)	(((() 									
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

	. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	if any	3. Transa Code (8)	ction	Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	(D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)

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)		Derivative I		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 Transaction(s)	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)		
Phantom Stock Units ⁽¹⁾	\$0	04/06/2006		A		10.0805		08/08/1988	08/08/1988	Common Stock	10.0805	\$0	1,286.3768 ⁽²⁾	D	

Explanation of Responses:

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

2. Participant's Company stock fund account on any given date may not exactly equal the number of share equivalents represented by a prior balance plus additions due to variables affecting the determination of Company stock fund unit values under the Plan on any such date.

Remarks:

David A. Aardsma

** Signature of Reporting Person

04/10/2006

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.