SEC 2	Form 4
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FORM 4

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box if no longer subject to

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

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

			or Se	ction 30(h) of the In	vestmer	nt Con	pany Act of 19	940						
1. Name and Address of Reporting Person [*] 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 Officer (give title Other (specify				
(Last) 1001 FANNIN	(First) STREET, SUI	(Middle) TE 4000		3. Date of Earliest Transaction (Month/Day/Year) 04/21/2005						X Once (give the below) below) Sr. VP, Sales and Marketing				
(Street)		4. If An	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)					
HOUSTON	TX	77002								Form filed by One Reporting Person				
(City)	(State)	(Zip)								Form filed by Mo Person	re than One Repo	orting		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date			2. Transaction Date (Month/Day/Year)	Execution Date,		action (Instr.	4. Securities A Disposed Of (6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 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		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	04/21/2005		A		12.1069		08/08/1988	08/08/1988	Common Stock	12.1069	\$0	1,048.2861	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

04/25/2005

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.