

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 2, 1995

REGISTRATION NO. 33-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

USA WASTE SERVICES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

73-1309529
(I.R.S. Employer
Identification No.)

5000 QUORUM DRIVE, SUITE 300
DALLAS, TEXAS 75240
(214) 383-7900

GREGORY T. SANGALIS
5000 QUORUM DRIVE, SUITE 300
DALLAS, TEXAS 75240
(214) 383-7900

(Address, including zip code, and telephone
number, including
area code, of registrant's principal executive
offices)

(Name, address, including zip code, and
telephone number,
including area code, of agent for service)

Copies to:

DAVID J. GRAHAM
ANDREWS & KURTH L.L.P.
4200 TEXAS COMMERCE TOWER
HOUSTON, TEXAS 77002
(713) 220-4200

THOMAS J. MURPHY
MCDERMOTT, WILL & EMERY
227 WEST MONROE STREET
CHICAGO, ILLINOIS 60606-5096
(312) 984-2069

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as
practicable after the Registration Statement becomes effective.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. / /

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. / /

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration number of the earlier
effective registration statement for the same offering. /X/ 33-62547

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration number of the earlier effective registration statement
for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box. / /

CALCULATION OF ADDITIONAL REGISTRATION FEE

AMOUNT	PROPOSED MAXIMUM OFFERING PRICE	PROPOSED MAXIMUM AGGREGATE OFFERING
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TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	TO BE REGISTERED	PER SHARE(1)	PRICE OF SHARES(1)	AMOUNT OF REGISTRATION FEE
Common Stock, \$.01 par value.....	460,000 Shares	\$19.625	\$9,027,500	\$3,113

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c).

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (Reg. No. 33-62547) filed by USA Waste Services, Inc. (the "Company") with the Securities and Exchange Commission on September 11, 1995, as amended by the Amendment No. 1 thereto filed on September 25, 1995, which was declared effective October 2, 1995, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on October 2, 1995.

USA WASTE SERVICES, INC.

By /s/ EARL E. DeFRATES

Earl E. DeFrates
Executive Vice President
and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below and on October 2, 1995.

SIGNATURES

TITLE

-----	-----
*	Chief Executive Officer and Chairman of the Board of Directors
-----	-----
John E. Drury	
*	Vice Chairman of the Board of Directors and Chief Development Officer
-----	-----
Donald F. Moorehead, Jr.	
*	Vice Chairman of the Board of Directors
-----	-----
John G. Rangos, Sr.	
*	President, Chief Operating Officer and Director
-----	-----
David Sutherland-Yoest	
/s/ EARL E. DeFRATES	Executive Vice President and Chief Financial Officer
-----	-----
Earl E. DeFrates	
*	Executive Vice President and Director
-----	-----
Alexander W. Rangos	
*	Vice President, Corporate Controller and Chief Accounting Officer
-----	-----
Bruce E. Snyder	
*	Director
-----	-----
George L. Ball	
*	Director
-----	-----
Peter J. Gibbons	

SIGNATURES

TITLE

*

Director

Richard J. Heckmann

*

Director

William E. Moffett

*By: /s/ EARL E. DeFRATES

Earl E. DeFrates
Attorney-in-Fact

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION	SEQUENTIALLY NUMBERED PAGE
*1.1	Form of Underwriting Agreement.	
5.1	Opinion of Andrews & Kurth L.L.P.	
23.1	Consent of Andrews & Kurth L.L.P. (included in Exhibit 5.1).	
23.2	Consent of Coopers & Lybrand L.L.P.	
23.3	Consent of Deloitte & Touche LLP.	
23.4	Consent of Arthur Andersen LLP.	
*24.1	Powers of attorney.	

*Incorporated by reference to the Company's Registration Statement on Form S-3,
as amended, Reg. No. 33-62547.

ANDREWS & KURTH L.L.P.
4200 Texas Commerce Tower
Houston, Texas 77002

October 2, 1995

USA Waste Services, Inc.
5000 Quorum Drive, Suite 300
Dallas, Texas 75240

Ladies and Gentlemen:

We have acted as counsel for USA Waste Services, Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-3 (the "Registration Statement") relating to the registration under the Securities Act of 1933, as amended, of the offering and sale of an aggregate of 460,000 shares ("Shares") of common stock, par value \$.01 per share, of the Company ("Common Stock") to be offered by the several underwriters represented by Donaldson, Lufkin & Jenrette Securities Corporation, Deutsche Morgan Grenfell/C. J. Lawrence Inc. and Smith Barney Inc. (collectively, the "Underwriters").

In so acting, we have examined a copy of the Registration Statement, copies of the Company's certificate of incorporation and bylaws, and such other instruments and documents as we have deemed necessary as a basis for the opinions hereinafter expressed. In giving such opinions, we have assumed that all signatures on all documents examined by us are genuine, that all documents submitted to us as originals are authentic, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete.

Based on our examination as aforesaid and subject to the assumptions and limitations herein set forth, we are of the opinion that upon the issuance by the Company of the Shares to the Underwriters and payment therefor as described in the Registration Statement, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware and the laws of the United States of America insofar as such laws are concerned.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to the use of our firm name under the caption "Legal Matters" therein.

Very truly yours,

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement of USA Waste Services, Inc. on Form S-3 of our report dated March 10, 1995, on our audits of the consolidated financial statements of USA Waste Services, Inc. as of December 31, 1994 and 1993, and for each of the three years in the period ended December 31, 1994, which is included in USA Waste Services, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 1994, as amended by Form 10-K/A and included in and incorporated by reference into the USA Waste Services, Inc.'s Joint Proxy Statement and Prospectus dated May 19, 1995, and our report dated July 14, 1995, on our audits of the supplemental consolidated financial statements of USA Waste Services, Inc. as of December 31, 1994 and 1993, and for each of the three years in the period ended December 31, 1994, which is included in USA Waste Services, Inc.'s Current Report on Form 8-K dated June 30, 1995. We also consent to the reference to our firm under the caption "Experts."

COOPERS & LYBRAND L.L.P.

Dallas, Texas
October 2, 1995

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of USA Waste Services, Inc. on Form S-3 of our report dated March 30, 1995 on the consolidated financial statements of Chambers Development Company, Inc. and subsidiaries as of December 31, 1994 and 1993 and for each of the three years in the period ended December 31, 1994 appearing in USA Waste Services, Inc.'s Current Report on Form 8-K dated June 30, 1995 (which does not include such consolidated financial statements), and appearing in the Joint Proxy Statement and Prospectus of USA Waste Services, Inc. dated May 19, 1995. We also consent to the reference to us under the heading "Experts" in the Prospectus, which is part of such Registration Statement.

DELOITTE & TOUCHE LLP

Pittsburgh, Pennsylvania
October 2, 1995

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

To USA Waste Services, Inc.:

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated September 22, 1993 on Envirofil, Inc. included in the USA Waste Services, Inc.'s previously filed Amendment No. 2 to the Registration Statement on Form S-4 (File No. 33-59259) and our report dated March 25, 1994 on the Acquired New Jersey Solid Waste Companies incorporated by reference in the USA Waste Services, Inc.'s previously filed Amendment No. 2 to the Registration Statement on Form S-4 (File No. 33-59259).

ARTHUR ANDERSEN LLP

Philadelphia, PA
October 2, 1995