
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 25, 2008

Waste Management, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-12154

(Commission File Number)

73-1309529

(IRS Employer Identification No.)

1001 Fannin, Suite 4000 Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's Telephone number, including area code: (713) 512-6200

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On December 2, 2008, David P. Steiner, Chief Executive Officer and Robert G. Simpson, Chief Financial Officer of Waste Management, Inc. (the "Company"), are scheduled to make a presentation at 1:35 p.m. Eastern Standard Time at the 2008 Friedman Billings Ramsey Capital Markets Fall Investor Conference in New York City.

On October 30, 2008, the Company issued a press release and held a conference call to announce and discuss its third quarter 2008 earnings results. In that release and on the conference call, the Company stated that due to the downturn in the recycling commodities markets, the Company believed that its fourth quarter 2008 earnings per diluted share could be negatively impacted by up to \$0.03 per share.

As noted in the slide deck that will be used for management's presentation at the conference, a copy of which is furnished herewith as Exhibit 99.1 and incorporated by reference herein, the Company now expects the negative impact on its fourth quarter 2008 earnings per diluted share to be between \$0.04 and \$0.08 per share. The increase in the expected negative impact is due to the continued deterioration in the recycling commodities markets through the month of November, which showed prices decreasing at an average of 30 to 60% as compared with the prior year period, as well as forecasts of continued weakness in the markets. However, the extent of the actual negative impact will depend primarily on whether prices for recycling commodities stabilize or continue to deteriorate during the month of December.

You can listen to a webcast of the presentation by going to the Investor Relations section of the Company's website at www.wm.com beginning on December 2, 2008.

This Form 8-K contains "forward-looking statements" as defined by the federal securities laws. The forward-looking statements that the Company makes are the Company's expectations, opinion, view or belief at the point in time of issuance but may change at some future point in time. By issuing estimates or making statements based on current expectations, opinions, views or beliefs, the Company has no obligation, and is not undertaking any obligation, to update such estimates or statements or to provide any other information relating to such estimates or statements. We caution you not to place undue reliance on any forward-looking statements, which speak only as of their dates. Important factors, including risk factors, many of which are not in the Company's control, could affect the Company's future results and could cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements. Information regarding risk factors and other cautionary information are available in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1: Friedman Billings Ramsey Investor Conference Presentation, dated December 2, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

WASTE MANAGEMENT, INC.

Date: November 25, 2008

By: Rick L Wittenbraker

Rick L Wittenbraker
Senior Vice President

Exhibit Index

Exhibit Number

99.1

Description

Friedman Billings Ramsey Investor Conference Presentation dated December 2, 2008.

Waste Management, Inc.

**Friedman Billings Ramsey Investor
Conference
December 2, 2008**



Forward-Looking Statement

Certain statements provided in this presentation are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. When we use words like “may,” “should,” “could,” “will,” “likely,” “believe,” “expect,” “anticipate,” “estimate,” “project,” “plan,” “goal,” “target,” or “outlook,” or references to future time periods, strategies, designs, objectives, schedules, projections, intentions, desires, beliefs or feelings, or any of their opposites or any similar expressions, we are making forward-looking statements. We make these statements in an effort to keep stockholders and the public informed about our business. You should view these statements with caution. They are not guarantees of future performance or events. All phases of our business are subject to uncertainties, risks and other influences, many of which we have no control over. These risks and uncertainties are described in greater detail in Waste Management’s Form 10-K for the year ended December 31, 2007, as filed with the Securities and Exchange Commission. However, they are not the only risks the company faces; there may be additional risks that we do not presently know or that we currently believe are immaterial that could also impair our business. Additionally, we assume no obligation to update any forward-looking statements as a result of future events or developments.



Non-GAAP Financial Measures

This presentation contains (a) Income from Operations (EBIT) and Income from Operations as a Percentage of Revenue (EBIT Margin), Operating Expenses and Operating Expenses as a Percentage of Revenue, and earnings per diluted share, all as adjusted to exclude the impact of asset impairments and unusual items, restructuring charges and labor disruption costs from Oakland and Milwaukee, (b) free cash flow, and (c) Return on Invested Capital (ROIC) as calculated based on Waste Management's Long-term Incentive Plan formula, which are non-GAAP financial measures under Regulation G of the Securities Exchange Act of 1934, as amended. The Company believes that providing investors with these non-GAAP financial measures gives investors additional information to enable them to assess, in the way management assesses, the Company's current and continuing results of operations and cash available for the Company's capital allocation program. A reconciliation of these non-GAAP financial measures to their corresponding GAAP financial measures are included in slides 27 through 34 of this presentation.



Pricing and Operational Excellence



Operating Strategies Linked to Financial Objectives

- **Profitable Revenue Growth**
 - *Driven primarily by disciplined approach to pricing*
 - *Sales force and customer service initiatives designed to increase customer retention and selective acquisition of new accounts*
- **Cost Controls through Operational Excellence**
 - *Continued focus on productivity, safety and maintenance*
- **Return Cash to Shareholders**
 - *Returned \$809 million YTD through 3Q 2008 in dividends and share repurchases*
 - *Suspended share buyback given current credit market conditions*

Consistent financial objectives of earnings growth, margin expansion, cash flow generation and improved ROIC



Profitable Revenue Growth

During 2008, we have continued to focus on our disciplined approach to pricing

- “Same store” year-over-year collection price increases are the largest drivers of yield
 - *In addition, we benefited from our environmental fee increase from 3.0% to 4.2%*
 - *New business pricing and service fees remain a priority*
- Sales force emphasizes the retention of profitable accounts with additional focus on winning accretive new business
 - *We have nearly completed the pricing actions on the remaining Business Improvement Process audits*
 - *The BIP audits have provided us with an enhanced profitability view of our commercial customer base*
- Our FastLane system has provided enhanced reporting and data for landfill and transfer station pricing increases



Fuel Surcharge and Commodity Pricing

Fuel surcharge and commodity pricing are not included in core yield

- **Fuel surcharge is designed to offset fuel price changes**
 - *Provided additional yield for the first three quarters of 2008: 1.2%, 2.2% and 2.3%*
 - *Surcharge is updated weekly based on the national avg. price of diesel fuel as published by the Department of Energy and has recently fallen below Q4 2007 prices*
- **Recycling commodity prices dropped significantly in Q4 2008**
 - *Market dislocation has made it more difficult to sell material*
 - *We announced on our Q3 2008 earnings conference call that we could see a negative impact of \$0.03 per diluted share for the fourth quarter, compared to the prior year period, but recent and forecast pricing could lead to a negative impact of between \$0.04 and \$0.08*

Operational Excellence

During 2008, we continue to control costs through gains in productivity, maintenance and safety

- Safety remains a cornerstone to our operating success
 - *Primary driver of savings in risk management*
- Utilize training and routing tools to improve collection productivity
 - *Critical to fully capturing the gains from our route audit process*
- Improve maintenance performance by using our COMPASS maintenance system and standard processes
 - *Analytics help drive asset utilization and eliminate low usage trucks*
 - *Reductions in Customer Service Interruptions are a sign that maintenance and operations are working in tandem*
- Our On-Board Computing system further validated during 2008
 - *Successful pilots in Pennsylvania and Texas*

Q3 2008 Operating Costs

(as a % of revenue)

Costs of Operations As a Percent of Revenue *

Q3 2008 vs. Q3 2007

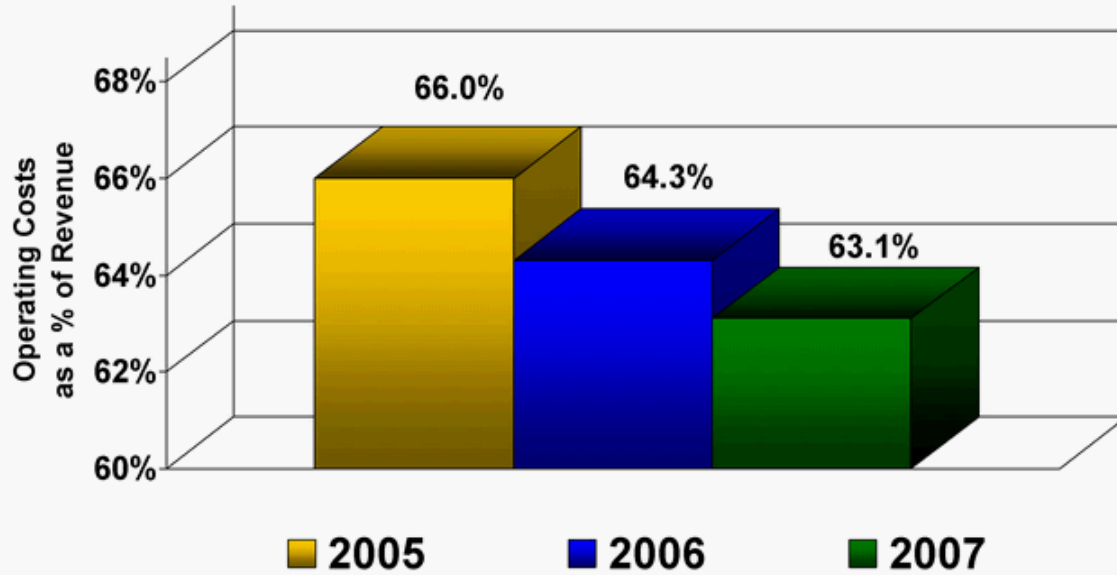
	<u>Q3 08</u>	<u>Q3 07</u>	<u>Change</u>
Labor	17.2%	17.9%	0.7
Disposal	7.8%	8.6%	0.8
Maintenance & Repairs	7.3%	7.7%	0.4
Subcontractor	6.8%	6.9%	0.1
COGS	6.7%	6.0%	(0.7)
Fuel	5.8%	4.3%	(1.5)
Fees & Taxes	4.5%	4.5%	-
LF Operating Costs	1.8%	1.9%	0.1
Risk Management	1.5%	1.9%	0.4
Other *	2.9%	2.6%	(0.3)
Total Operating Costs	62.3%	62.3%	0.0

BLACK = Favorable RED = Unfavorable

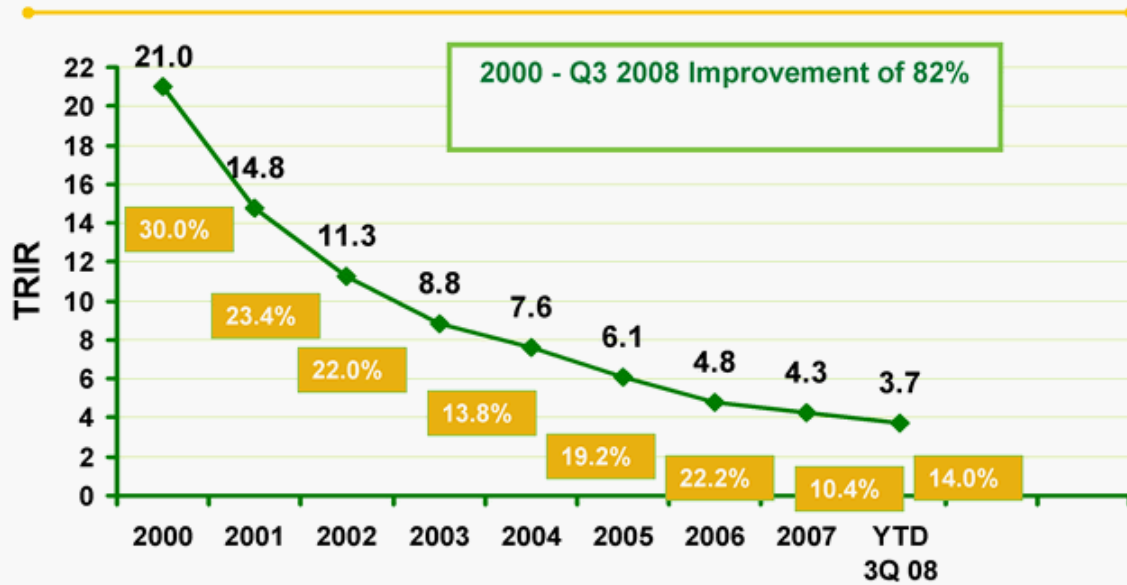
* Adjusted for Oakland & Milwaukee labor disruptions - See slide 30




Operating Costs as a % of Revenue



Safety: Total Recordable Injury Rate (TRIR)



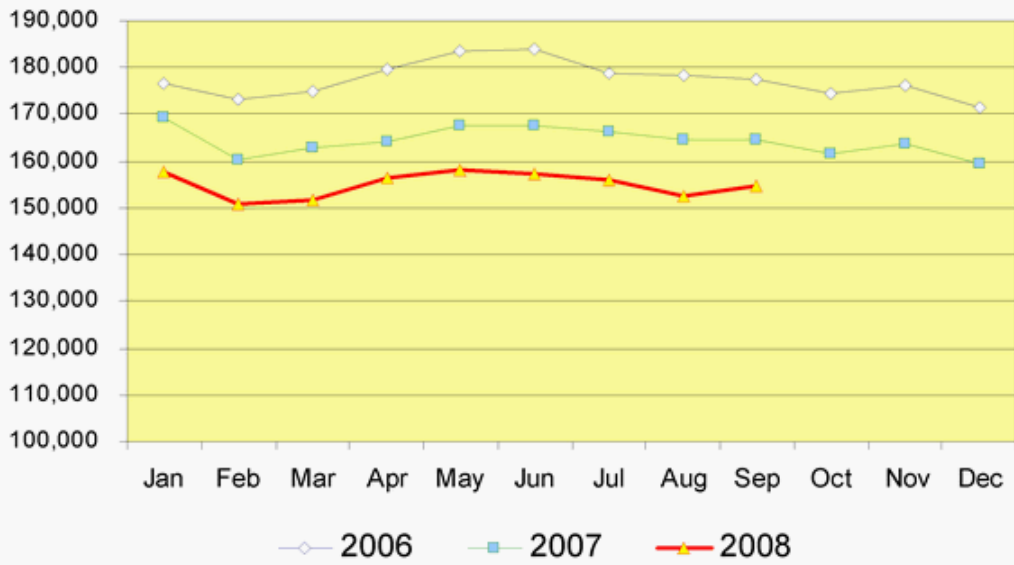
 = YOY Improvement

Our Safety Performance has Driven the Reduction in our Risk Management Costs



Reduction in Average Driver Hours

Driver Hours per Workday



5.2% year-over-year improvement from 3Q 2007 due to a combination of divestitures, flexing down of routes and productivity improvements



Financial Review



Summary of 3Q 2008 – Earnings & Margins

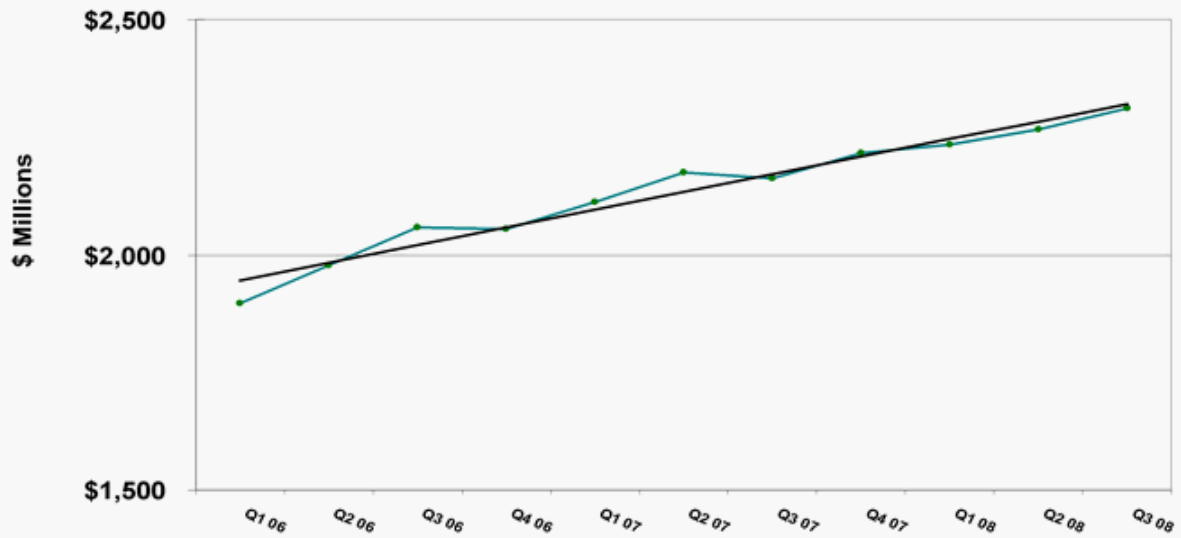
- **EPS grew 16.7% from 54 cents to 63 cents**
- **Income from Ops (adjusted) grew 7.4% from \$591 to \$635 million. Margins expanded 60 bps to 18.0%**
 - **Adjusting for diesel fuel prices, IFO margins grew 100 bps to 18.4%**
- **Our broad geographic and business mix continues to be a strength in these uncertain economic times**

Income from Operations as a percent of revenue as adjusted. See slide 29 for the reconciliation of this non-GAAP financial measure to its corresponding GAAP financial measure.



Adj. Income From Ops – Rolling 4 Quarters

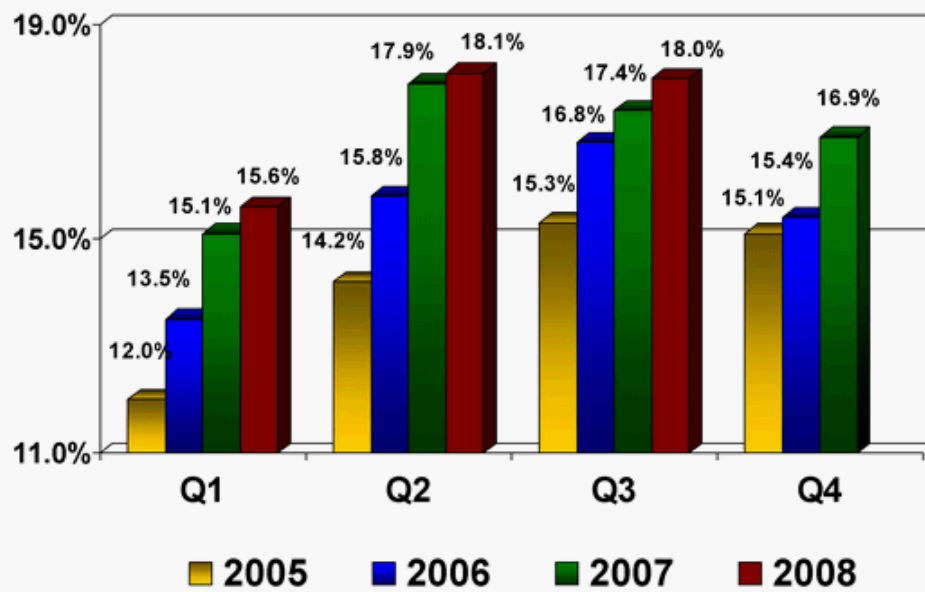
Strong and Consistent Trajectory



Income from Operations for each quarter has been adjusted for Income/Expense from Divestitures, Asset Impairments and Unusual Items and Restructuring line items, as presented in our quarterly income statements. See slide 26 for the reconciliation of this non-GAAP financial measure to its corresponding GAAP financial measure.



Adjusted Income from Ops Margin Trends

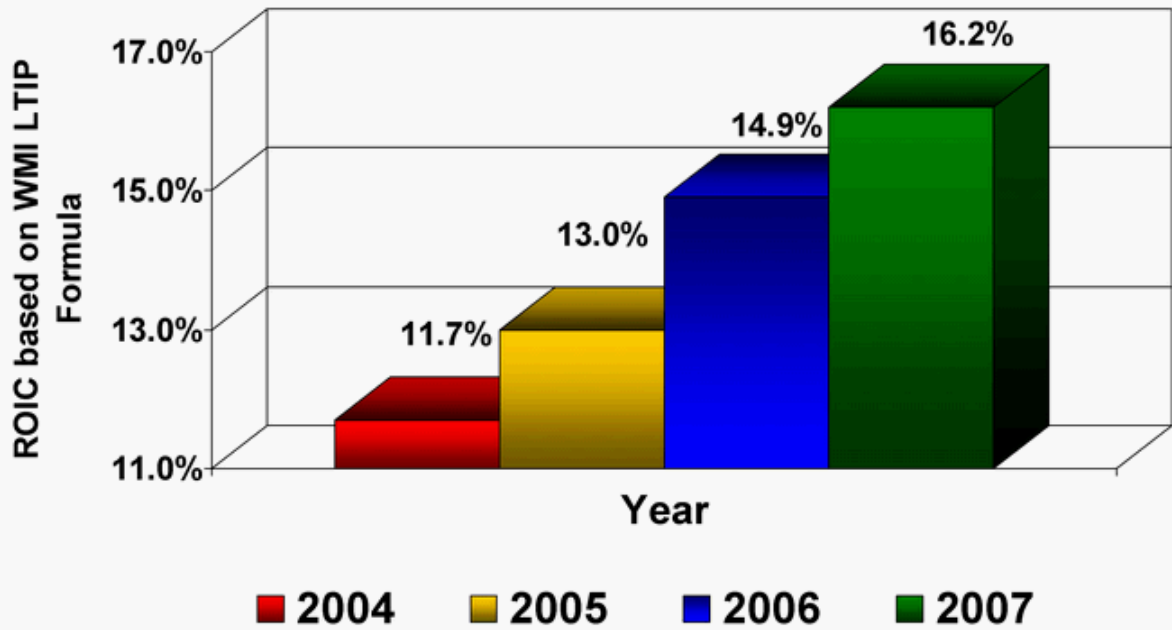


15 straight quarters of YOY margin expansion*

Income from Operations as a percent of revenue as adjusted. See slides 23-25 for the reconciliation of this non-GAAP financial measure to its corresponding GAAP financial measure.



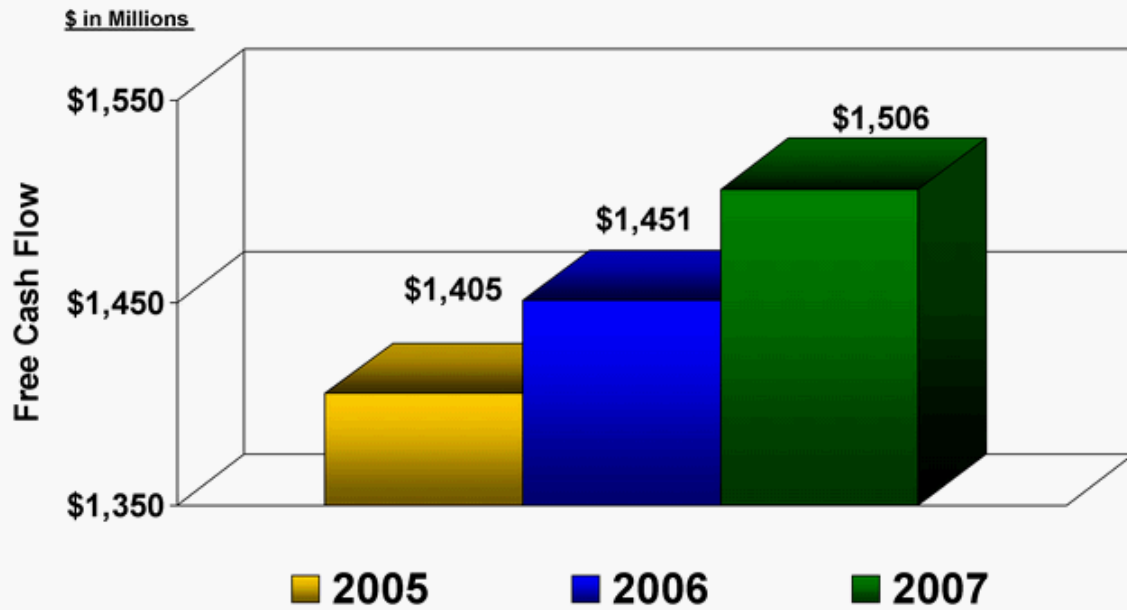
Return on Invested Capital



See slide 27 for the calculation of ROIC based on the WMI Long-Term Incentive Plan formula.



Free Cash Flow



Free cash flow is a non-GAAP financial measure. See slide 28 for the reconciliation of this non-GAAP financial measure to its corresponding GAAP financial measure.



Debt Maturities & Liquidity



Debt Maturities and Liquidity Needs

- **We generate strong and consistent free cash flow**
 - *\$1.2 billion of free cash flow generated YTD through 9/30/2008*
 - *Cash on hand exceeds \$500 million*
 - *Do not have seasonal working capital needs*
- **Senior note for \$386 million matured in November**
 - *We paid this note utilizing \$300 million from our revolving credit facility and \$86 million of cash*
- **Future maturities include a letter of credit facility due in December 2008 and a \$500 million senior note due in May 2009**

Waste Management Investment Thesis

- **Recession resistant business**
- **Strong consistent cash flows**
- **Proven track record of maintaining pricing discipline**
- **Culture of operational excellence with ability to flex down costs**



Reconciliation of Certain Non-GAAP Measures



Reconciliation of Certain Non-GAAP Measures

<i>Adjusted Income from Operations as a percent of Revenues</i>	Quarters Ended June 30,			
	2008	2007	2006	2005
As reported:				
Operating revenues	\$3,489	\$3,358	\$ 3,410	\$ 3,289
Income from operations	\$632	\$633	\$ 565	\$ 463
Income from Operations as a percent of Revenues	18.1%	18.9%	16.6%	14.1%
Adjustment to Income from Operations:				
(Income) expense from divestitures, asset impairment	\$ -	(\$33)	\$ (27)	\$ 3
As adjusted:				
Operating revenues	\$3,489	\$3,358	\$ 3,410	\$ 3,289
Income from operations	\$632	\$600	\$ 538	\$ 466
Adjusted Income from Operations as a percent of Revenue	18.1%	17.9%	15.8%	14.2%

(\$ in Millions Un-audited)



Reconciliation of Certain Non-GAAP Measures

<i>Adjusted Income from Operations as a percent of Revenues</i>	Quarters Ended September 30,			
	2008	2007	2006	2005
As reported:				
Operating revenues	\$ 3,525	\$ 3,403	\$ 3,441	\$ 3,375
Income from operations	\$ 632	\$ 565	\$ 557	\$ 382
Income from Operations as a percent of Revenues	17.9%	16.6%	16.2%	11.3%
Adjustments to Operating Revenues:				
Labor disruptions	\$ -	\$ 1	\$ -	\$ -
Adjustments to Income from Operations:				
(Income) expense from divestitures, asset impairments and unusual items	\$ (23)	\$ -	\$ 19	\$ 86
Labor disruptions	\$ 26	\$ 26	\$ -	\$ -
Restructuring	\$ -	\$ -	\$ -	\$ 27
Additional landfill amortization expense	\$ -	\$ -	\$ -	\$ 22
SG&A incurred related to income tax settlements	\$ -	\$ -	\$ 1	\$ -
As adjusted:				
Operating revenues	\$ 3,525	\$ 3,404	\$ 3,441	\$ 3,375
Income from operations	\$ 635	\$ 591	\$ 577	\$ 517
Adjusted Income from Operations as a percent of Revenues	18.0%	17.4%	16.8%	15.3%

(\$ in Millions Un-audited)



Reconciliation of Certain Non-GAAP Measures

Adjusted Income from Operations as a percent of Revenue	Quarters Ended December 31,		
	2007	2006	2005
As reported:			
Operating revenues	\$ 3,361	\$ 3,283	\$ 3,372
Income from operations	\$ 575	\$ 472	\$ 499
Income from Operations as a percent of Revenue	17.1%	14.4%	14.8%
Adjustments to Income from Operations:			
(Income) expense from divestitures, asset impairments and	\$ (14)	\$ 35	\$ 11
Labor disputes	\$ 8	\$ -	-
As adjusted:			
Operating revenues	\$ 3,361	\$ 3,283	\$ 3,372
Income from operations	\$ 569	\$ 507	\$ 510
Adjusted Income from Operations as a percent of Revenue	16.9%	15.4%	15.1%

(\$ in Millions Un-audited)



Reconciliation of Certain Non-GAAP Measures

QTR	Income From Operations (\$ Millions) as Reported in Quarterly Press Releases	Sum of Restructuring & (Income)/Expense from divestitures, AIUI (\$ Millions)	Adjusted Income From Operations (\$ Millions)	Adjusted Rolling 4 Quarters Income from Operations (\$ Millions)
Q1 06	435	(2)	433	1,896
Q2 06	565	(27)	538	1,977
Q3 06	557	19	576	2,058
Q4 06	472	35	507	2,054
Q1 07	481	10	491	2,112
Q2 07	633	(32)	601	2,175
Q3 07	565	(1)	564	2,163
Q4 07	575	(14)	561	2,217
Q1 08	511	(2)	509	2,235
Q2 08	632	-	632	2,266
Q3 08	632	(23)	609	2,311



Reconciliation of Certain Non-GAAP Measures

Waste Management, Inc.
Summary Data Sheet
(Dollar Amounts in Millions)
(Unaudited)

Calculation of ROIC Based on WMI LTIP Formula

	2004	2005	2006	2007
Income From Operations (EBIT)	\$ 1,699	\$ 1,710	\$ 2,029	\$ 2,254
Divestitures, AIU & Restructuring	(14)	96	25	(37)
EBIT (as adjusted for AIU)	1,685	1,806	2,055	2,217
Less Taxes (@38.8% rate)	(654)	(701)	(797)	(860)
Numerator	\$ 1,031	\$ 1,105	\$ 1,258	\$ 1,357
Less Cash & Cash Equivalents, Short Term Investments	\$ (443)	\$ (966)	\$ (798)	\$ (348)
Less Goodwill, Net	(5,301)	(5,364)	(5,292)	(5,407)
Current Portion of LTD	384	522	822	329
Long Term Debt, net of Current Portion	8,183	8,165	7,495	8,007
Stockholders' Equity	5,971	6,121	6,222	5,792
Denominator	\$ 8,794	\$ 8,478	\$ 8,449	\$ 8,373
ROIC	11.7%	13.0%	14.9%	16.2%



Reconciliation of Certain Non-GAAP Measures

Waste Management, Inc.
Summary Data Sheet
(Dollar Amounts in Millions)
(Unaudited)

	Years Ended December 31,		
	2007	2006	2005
Free Cash Flow Analysis			
Net cash provided by operating activities	\$ 2,439	\$ 2,540	\$ 2,391
Capital expenditures	(1,211)	(1,329)	(1,180)
Proceeds from divestitures of businesses (net of cash divested) and other sales of assets	278	240	194
Free cash flow	<u>\$ 1,506</u>	<u>\$ 1,451</u>	<u>\$ 1,405</u>



Reconciliation of Certain Non-GAAP Measures

<i>Adjusted Income from Operations as a percent of Revenues</i>	Quarters Ended September 30,	
	2008	2007
As reported:		
Operating revenues	\$ 3,525	\$ 3,403
Income from operations	\$ 632	\$ 565
Income from Operations as a percent of Revenues	17.9%	16.6%
Adjustments to Operating Revenues:		
(Income) expense from divestitures, asset impairments and unusual items	\$ -	\$ -
Labor disruptions	\$ -	\$ 1
Adjustments to Income from Operations:		
(Income) expense from divestitures, asset impairments and unusual items	\$ (23)	\$ -
Labor disruptions	\$ 26	\$ 26
As adjusted:		
Operating revenues	\$ 3,525	\$ 3,404
Income from operations	\$ 635	\$ 591
Adjusted Income from Operations as a percent of Revenues	18.0%	17.4%
Additional Adjustment for Fuel Impact:		
Operating revenues	\$ (83)	\$ -
Income from operations	\$ -	\$ -
As further adjusted:		
Operating revenues	\$ 3,442	\$ 3,404
Income from operations	\$ 635	\$ 591
Further Adjusted Income from Operations as a percent of Revenues	18.4%	17.4%

(\$ in Millions Un-audited)



Reconciliation of Certain Non-GAAP Measures

	Quarters Ended September 30,	
	2008	2007
<i>Adjusted Operating Expenses as a percent of Revenues</i>		
As reported:		
Operating revenues	\$ 3,525	\$ 3,403
Operating expenses	\$ 2,221	\$ 2,143
Operating Expenses as a percent of Revenues	63.0%	63.0%
Adjustment for Labor Disruption Costs:		
Operating Revenues	\$ -	\$ 1
Operating Expenses	\$ (26)	\$ (24)
As adjusted:		
Operating revenues	\$ 3,525	\$ 3,404
Operating expenses	\$ 2,195	\$ 2,119
Adjusted Operating Expenses as a percent of Revenues	62.3%	62.3%

(\$ in Millions Un-audited)





Waste Management, Inc.

**Friedman Billings Ramsey Investor
Conference
December 2, 2008**

