

Shea Patrick James
Form 4
March 09, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shea Patrick James

2. Issuer Name **and** Ticker or Trading
Symbol
WASTE CONNECTIONS, INC.
[WCN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2295 IRON POINT ROAD, SUITE
200

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, General Counsel & Secretary

(Street)
FOLSOM, CA 95630

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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		
Common Stock	02/11/2011		F		736 <u>(1)</u>	D	\$ 29.24	27,244	D
Common Stock	02/11/2011		F		2 <u>(1)</u>	D	\$ 29.24	27,242	D
Common Stock	02/11/2011		F		1,011 <u>(1)</u>	D	\$ 29.24	26,231	D
Common Stock	02/11/2011		F		3 <u>(1)</u>	D	\$ 29.24	26,228	D
Common Stock	02/11/2011		A		8,417 <u>(2)</u>	A	\$ 0	34,645	D

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Common Stock	02/14/2011	F	413 ⁽¹⁾	D	\$ 29.61	34,232	D
Common Stock	02/14/2011	F	2 ⁽¹⁾	D	\$ 29.61	34,230	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Shea Patrick James
2295 IRON POINT ROAD
SUITE 200
FOLSOM, CA 95630

Director 10% Owner Officer Other

VP, General Counsel & Secretary

Signatures

Patrick Shea 02/15/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) Represents shares withheld by the Company from an award of restricted stock units in satisfaction of the applicable withholding taxes due as a result of the vesting of those restricted stock units, through an automatic share withholding procedure. Pursuant to this procedure, the

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Company withholds, as the units vest, a portion of the vested shares issuable under the award with a fair market value (measured as of the vesting date) equal to the amount of such withholding.

This represents an award of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the

(2) issuer's common stock. Subject to the reporting person's continued service with the issuer, the award shall vest in four equal, annual installments, commencing on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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