

MITTELSTAEDT RONALD J

Form 4

February 14, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MITTELSTAEDT RONALD J

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)
10001 WOODLOCH FOREST
DRIVE, SUITE 400

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO

(Street)

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

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

THE WOODLANDS, TX 77380

(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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock ⁽¹⁾	02/10/2012		A		39,073 ⁽²⁾	A	\$ 0 197,089 D
Common Stock	02/11/2012		F		2,437 ⁽¹⁾	D	\$ 31.48 194,652 D
Common Stock	02/11/2012		F		191 ⁽¹⁾	D	\$ 31.48 194,461 D
Common Stock	02/11/2012		F		1 ⁽¹⁾	D	\$ 31.48 194,460 D
Common Stock	02/11/2012		F		1 ⁽¹⁾	D	\$ 31.48 194,459 D

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Common Stock	02/11/2012	F	164 ⁽¹⁾	D	\$ 31.48	194,295	D
Common Stock	02/13/2012	A	63,172	A	\$ 0	257,467	D
Common Stock	02/13/2012	F	23,027 ⁽¹⁾	D	\$ 31.66	234,440	D

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

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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
	Director 10% Owner Officer Other
MITTELSTAEDT RONALD J 10001 WOODLOCH FOREST DRIVE SUITE 400 THE WOODLANDS, TX 77380	X CEO

Signatures

Ronald
Mittelstaedt 02/14/2012
 **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).

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
(1) 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 taxes.

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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