
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

WASTE MANAGEMENT, 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 Number)

1001 FANNIN STREET
SUITE 4000
HOUSTON, TEXAS 77001
(713) 512-6200
(Address, including zip code, and telephone number,
including area code of Registrant's principal executive offices)

WASTE MANAGEMENT HOLDINGS, INC. 1997 EQUITY INCENTIVE PLAN
WASTE MANAGEMENT HOLDINGS, INC. REPLACEMENT STOCK OPTION PLAN
WASTE MANAGEMENT HOLDINGS, INC. 1996 REPLACEMENT STOCK OPTION PLAN
WASTE MANAGEMENT HOLDINGS, INC. 1992 STOCK OPTION PLAN
WASTE MANAGEMENT HOLDINGS, INC. 1992 NON-EMPLOYEE DIRECTOR PLAN
WASTE MANAGEMENT HOLDINGS, INC. 1990 SERVICESHARES STOCK OPTION PLAN
WASTE MANAGEMENT HOLDINGS, INC. 1982 STOCK OPTION PLAN
WHEELABRATOR INC. 1992 STOCK OPTION PLAN
WHEELABRATOR INC. 1988 STOCK PLAN FOR EXECUTIVE EMPLOYEES OF WTI
CHEMICAL WASTE MANAGEMENT, INC. 1992 STOCK OPTION PLAN
CHEMICAL WASTE MANAGEMENT, INC. 1990 SERVICESHARES STOCK OPTION PLAN
(Full titles of the Plans)

LAWRENCE O'DONNELL, III
WASTE MANAGEMENT, INC.
1001 FANNIN STREET
SUITE 4000
HOUSTON, TEXAS 77002
(713) 512-6200
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Waste Management, Inc., a Delaware corporation formerly known as USA Waste Services, Inc. (the "Company"), registered the issuance of up to 16,107,837 shares of its common stock, par value \$0.01 per share (the "Common Stock"), on Registration Statement on Form S-8 No. 333-56113 (the "Registration Statement") pursuant to the Waste Management Holdings, Inc. 1997 Equity Incentive Plan, the Waste Management Holdings, Inc. Replacement Stock Option Plan, the Waste Management Holdings, Inc. 1996 Replacement Stock Option Plan, the Waste Management Holdings, Inc. 1992 Stock Option Plan, the Waste Management Holdings, Inc. 1992 Non-Employee Director Plan, the Waste Management Holdings, Inc. 1990 Serviceshares Stock Option Plan, the Waste Management Holdings, Inc. 1982 Stock Option Plan, the Wheelabrator Technologies Inc. 1992 Stock Option Plan, the Wheelabrator Technologies Inc. 1988 Stock Plan For Executive Employees Of Wheelabrator Technologies Inc., the Chemical Waste Management, Inc. 1992 Stock Option Plan and the Chemical Waste Management, Inc. 1990 Serviceshares Stock Option Plan (the "Plans"). A total of 12,443,097 shares were issued under the Plans. On September 1, 2000, the Company filed a registration statement on Form S-8 No. 333-45066 (the "New Registration Statement") registering the issuance of up to 3,664,740 shares pursuant to the Plans.

In accordance with the principles set forth in Interpretation 89 under Section G "Securities Act Forms" of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Securities and Exchange Commission (July 1997) and Instruction E to Form S-8, the Company is hereby removing the remaining 3,664,740 shares from registration, which represents the 16,107,837 shares originally registered pursuant to this Registration Statement less the number of shares sold under this Registration Statement. The shares which are hereby removed from registration have been carried over to the New Registration Statement and continue to be registered on the New Registration Statement.

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 requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on the 5th day of September, 2000.

WASTE MANAGEMENT, INC.

*

By: A. Maurice Myers
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on the 5th day of September, 2000.

SIGNATURE

TITLE

| | |
|--|---|
| <p style="text-align: center;">*</p> <p>-----</p> <p>A. Maurice Myers</p> | <p>President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)</p> |
| <p style="text-align: center;">*</p> <p>-----</p> <p>William L. Trubeck</p> | <p>Senior Vice President and Chief Financial Officer (Principal Financial Officer)</p> |
| <p style="text-align: center;">*</p> <p>-----</p> <p>Bruce E. Snyder</p> | <p>Vice President and Chief Accounting Officer (Principal Accounting Officer)</p> |
| <p style="text-align: center;">*</p> <p>-----</p> <p>H. Jesse Arnelle</p> | <p>Director</p> |
| <p style="text-align: center;">*</p> <p>-----</p> <p>Pastora San Juan Cafferty</p> | <p>Director</p> |
| <p style="text-align: center;">*</p> <p>-----</p> <p>Ralph F. Cox</p> | <p>Director</p> |

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Director

Robert S. Miller

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Director

Paul M. Montrone

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Director

John C. Pope

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Director

Steven G. Rothmeier

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Director

Ralph V. Whitworth

*By: /s/ Amanda K. Maki

Under Power of Attorney

INDEX TO EXHIBITS

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|-------------------------|----------------------|
| 24.1 -- | Power of Attorney |

POWER OF ATTORNEY

Know all men by these presents, that each person whose signature appears below constitutes and appoints Lawrence O'Donnell, III, Linda J. Smith and Amanda K. Maki, and each of them, each of whom may act without joinder of the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all pre- or post-effective amendments to registration statements on Form S-8, File Nos. 33-72436, 333-14613, 333-14115, 333-34819, 33-59807, 33-43619, 33-84988, 33-84990, 33-61621, 33-61627, 33-61625, 333-08161, 333-02181, 333-51975, 333-59247, 333-56113, 333333-64239, 333-70055, including without limitation any registration statement of the type contemplated by Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or substitute or substitutes of any or all of them, may lawfully do or cause to be done by virtue hereof.

SIGNATURE

TITLE

/s/ A. Maurice Myers

A. Maurice Myers

President, Chief Executive Officer and Director
(Principal Executive Officer)

/s/ William L. Trubeck

William L. Trubeck

Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ Bruce E. Snyder

Bruce E. Snyder

Vice President and Chief Accounting Officer
(Principal Accounting Officer)

/s/ H. Jesse Arnelle

H. Jesse Arnelle

Director

/s/ Pastora San Juan Cafferty Director

Pastora San Juan Cafferty

/s/ Ralph F. Cox Director

Ralph F. Cox

/s/ Robert S. Miller Director

Robert S. Miller

/s/ Paul M. Montrone Director

Paul M. Montrone

/s/ John C. Pope Director

John C. Pope

/s/ Steven G. Rothmeier Director

Steven G. Rothmeier

/s/ Ralph V. Whitworth Director

Ralph V. Whitworth