

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-3/A
AMENDMENT NO. 3
(FINAL AMENDMENT)

RULE 13E-3 TRANSACTION STATEMENT
(PURSUANT TO SECTION 13(E) OF THE SECURITIES EXCHANGE ACT OF 1934)

WASTE MANAGEMENT INTERNATIONAL PLC
(NAME OF ISSUER)
WASTE MANAGEMENT, INC.
WASTE MANAGEMENT INTERNATIONAL PLC
(NAMES OF PERSONS FILING STATEMENT)

ORDINARY SHARES OF 10P EACH
AMERICAN DEPOSITARY SHARES, EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS,
EACH REPRESENTING TWO ORDINARY SHARES
(TITLE OF CLASS OF SECURITIES)

94090610 (AMERICAN DEPOSITARY SHARES)
(CUSIP NUMBER OF CLASS OF SECURITIES)

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(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSONS AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS ON BEHALF OF PERSONS FILING STATEMENT)

CHRISTOPHER GOWER
COMPANY SECRETARY

WASTE MANAGEMENT INTERNATIONAL PLC
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THIS TRANSACTION HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND
EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE FAIRNESS OR MERITS
OF SUCH TRANSACTION NOR UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION
CONTAINED IN THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject
to Regulation 14A [17 CFR 240.14a-1 to 240.14b-1], Regulation 14C [17 CFR
240.14c-1 to 240.14c-101] or Rule 13e-3c [(S) 240.13e-3(c)] under the
Securities Exchange Act of 1934.
b. The filing of a registration statement under the Securities Act of 1933.
c. A tender offer.
d. None of the above.

Check the following box if the soliciting materials referred to in checking
box (a) are preliminary copies:

INTRODUCTION

This Amendment No. 3 is the final amendment (the "Final Amendment") to the Rule 13e-3 Transaction Statement on Schedule 13E-3 (the "Transaction Statement") filed pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Pursuant to Rule 13e-3(d)(3) of the Exchange Act, the Final Amendment reports the results of the Scheme in respect of Waste Management International plc, a company incorporated with limited liability and registered in England and Wales (the "Company"), pursuant to which the Company has become an indirect, wholly-owned subsidiary of Waste Management, Inc. ("WMI"), a Delaware corporation. All information set forth below should be read in connection with the information contained or incorporated by reference in the Transaction Statement as previously amended. Unless otherwise indicated, capitalized terms used and not defined herein have the respective meanings ascribed thereto in the Transaction Statement as previously amended.

Pursuant to the terms and conditions of the Scheme, on October 7, 1998, holders of Scheme Shares approved the Scheme at the Court Meeting convened by order of the English High Court and holders of Ordinary Shares passed a resolution at the Extraordinary General Meeting. On November 2, 1998, the English High Court sanctioned the Scheme. On November 3, 1998, an office copy of the Court Order was filed with, and registered by, the Registrar of Companies in England and Wales whereupon the Scheme became effective and binding.

Pursuant to the terms and conditions of the Scheme, once the Scheme became effective each Scheme Shareholder thereafter ceased to have any rights with respect to Scheme Shares, except the right to receive, without interest, the Ordinary Shares Consideration. Similarly, holders of ADRs ceased to have any rights with respect to such ADRs, except the right to receive, without interest, the ADRs Consideration in accordance with the terms of the Deposit Agreement which is described in the Transaction Statement.

Immediately prior to the Scheme becoming effective, WMI directly or indirectly owned approximately 80% of the outstanding share capital of the Company. After the Scheme became effective, WMI directly or indirectly owned 100% of the outstanding share capital of the Company.

Pursuant to the terms and conditions of the Scheme, on November 3, 1998, the Dollar Exchange Rate for converting from the Sterling Consideration to the Dollar Consideration was set at 1.6568 US dollars per pound sterling.

ITEM 1. ISSUER AND CLASS OF SECURITY SUBJECT TO THE TRANSACTION

Item 1 of the Transaction Statement is hereby amended and supplemented as follows:

(c) Upon consummation of the Scheme, the Ordinary Shares ceased to be qualified for listing on the London Stock Exchange. Accordingly, on November 3, 1998, the London Stock Exchange was requested to cancel the listing of the Ordinary Shares and the Ordinary Shares were, therefore, delisted.

Similarly, upon consummation of the Scheme, the ADRs ceased to be qualified for listing on the New York Stock Exchange. Upon the Scheme becoming effective, registration of the ADRs under the Exchange Act was terminated and appropriate measures to delist the ADRs from the New York Stock Exchange were taken.

(f) The Introduction to this Final Amendment to the Transaction Statement is incorporated herein by reference.

ITEM 5. PLANS OR PROPOSALS OF THE ISSUER OR AFFILIATE

Item 5 of the Transaction Statement is hereby amended and supplemented as follows:

The Scheme became effective and binding on November 3, 1998, when an office copy of the Court Order was filed with, and registered by, the Registrar of Companies in England and Wales.

On November 3, 1998, the Independent Directors resigned from the Company Board.

WMI plans to liquidate the Company. It is expected that such liquidation will be complete by the end of the fourth quarter of 1998.

The Introduction to this Final Amendment to the Transaction Statement is incorporated herein by reference.

ITEM 7. PURPOSE(S), ALTERNATIVES, REASONS AND EFFECTS

Item 7 of the Transaction Statement is hereby amended and supplemented as follows:

The Introduction to this Final Amendment to the Transaction Statement is incorporated herein by reference.

ITEM 10. INTERESTS IN SECURITIES OF THE ISSUER

Item 10 of the Transaction Statement is hereby amended and supplemented as follows:

The Introduction to this Final Amendment to the Transaction Statement is incorporated herein by reference.

ITEM 17. MATERIAL TO BE FILED AS EXHIBITS

- 17(b)(1) Fairness opinion of KPMG Corporate Finance, a division of KPMG.) Reference is made to Schedule D of the Transaction Statement)*
- 17(b)(2) Fairness opinion of Merrill Lynch & Co., Inc. (Reference is made to Schedule E of the Transaction Statement)*
- 17(b)(3) Materials prepared for the Independent Directors of Waste Management International plc by KPMG Corporate Finance, a division of KPMG.*
- 17(b)(4) Materials prepared for the Board of Directors of Waste Management, Inc. by Merrill Lynch & Co., Inc.*
- 17(c)(1) Deposit Agreement dated as of April 1, 1992, among Citibank, N.A., as Depositary, the Company, and the holders from time to time of ADRs.*
- 17(c)(2) Notice to ADR holders from the Depositary.*
- 17(d)(1) Scheme of Arrangement Document, dated September 7, 1998. (Reference is made to Schedule A of the Transaction Statement)*

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*Previously filed.

SIGNATURE

AFTER DUE INQUIRY AND TO THE BEST OF OUR KNOWLEDGE AND BELIEF, WE CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

November 13, 1998

(Date)

Waste Management, Inc.

By: /s/ Gregory T. Sangalis

(Signature)

Name: Gregory T. Sangalis
Title: Senior Vice President
Waste Management, Inc.
(Name and Title)

Waste Management International plc

By: /s/ Christopher Gower

(Signature)

Name: Christopher Gower
Title: Company Secretary
Waste Management International plc
(Name and Title)