
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)

SANIFILL, INC. 1989 STOCK OPTION PLAN,
SANIFILL, INC. 1994 LONG-TERM INCENTIVE PLAN,
WARRANT TO PURCHASE 100,000 SHARES OF COMMON STOCK

(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 4,362,053 shares of its common stock, par value \$0.01 per share (the "Common Stock"), on Registration Statement on Form S-8 No. 333-08161 (the "Registration Statement") pursuant to the Sanifill, Inc. 1989 Stock Option Plan, Sanifill, Inc. 1994 Long-Term Incentive Plan, Warrant to Purchase 100,000 Shares of Common Stock (the "Warrant"). A total of 100,000 shares were issued under the Warrant and 3,204,159 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 1,057,894 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 1,057,894 shares from registration, which represents the 4,362,053 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

----- * President, Chief Executive Officer and Chairman of the Board
A. Maurice Myers (Principal Executive Officer)

----- * Senior Vice President and Chief Financial Officer
William L. Trubeck (Principal Financial Officer)

----- * Vice President and Chief Accounting Officer
Bruce E. Snyder (Principal Accounting Officer)

----- * Director
H. Jesse Arnelle

----- * Director
Pastora San Juan Cafferty

----- * Director
Ralph F. Cox

*

Director

Robert S. Miller

*

Director

Paul M. Montrone

*

Director

John C. Pope

*

Director

Steven G. Rothmeier

*

Director

Ralph V. Whitworth

*By: /s/ Amanda K. Maki

Under Power of Attorney

INDEX TO EXHIBITS

EXHIBIT NUMBER -----		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

/s/ A. Maurice Myers

A. Maurice Myers

/s/ William L. Trubeck

William L. Trubeck

/s/ Bruce E. Snyder

Bruce E. Snyder

/s/ H. Jesse Arnelle

H. Jesse Arnelle

TITLE

President, Chief Executive Officer and Director
(Principal Executive Officer)Senior Vice President and Chief Financial Officer
(Principal Financial Officer)Vice President and Chief Accounting Officer
(Principal Accounting Officer)

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