



**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):** March 19, 2004

**Waste Management, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

Delaware  
**(State or Other Jurisdiction  
of Incorporation)**

1-12154  
**(Commission  
File Number)**

73-1309529  
**(IRS Employer  
Identification No.)**

1001 Fannin, Suite 4000 Houston, Texas  
**(Address of Principal Executive Offices)**

77002  
**(Zip Code)**

**Registrant's Telephone number, including area code:** (713) 512-6200

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**(Former Name or Former Address, if Changed Since Last Report)**

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### **Item 5. Other Events**

On March 19, 2004, Waste Management, Inc. (the “Company”) filed a prospectus supplement pursuant to Rule 424 of the Securities Act of 1933, as amended, to its registration statement on Form S-3 (No. 333-97697) (the “Registration Statement”), to register the issuance of shares of its common stock, par value \$0.01 per share (the “Common Stock”), upon exercise of an outstanding warrant of the Company.

The Company is filing a legal opinion issued in connection with the issuance of its shares of Common Stock as exhibit 5.1 hereof, to be incorporated by reference into the Registration Statement.

### **Item 7. Financial Statements, Pro Forma Financial Information and Exhibits**

(c) Exhibits.

5.1                   Opinion of John S. Tsai.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

WASTE MANAGEMENT, INC.

Date: March 19, 2004

By: /s/ Cherie C. Rice  
Cherie C. Rice  
*Vice President and Treasurer*

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**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of John S. Tsai.

[WASTE MANAGEMENT LETTERHEAD]

March 19, 2004

Waste Management, Inc.  
1001 Fannin Street, Suite 4000  
Houston, Texas 77002

Gentlemen,

I am Vice President and Assistant General Counsel — Corporate & Securities of Waste Management, Inc., a Delaware corporation (the “Company”), and have acted in such capacity in connection with the sale of 25,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), pursuant to the exercise of a warrant dated March 17, 1996 (the “Warrant”). The 25,000 shares of Common Stock are being issued under a registration statement on Form S-3 (No. 333-97697) filed under the Securities Act of 1933, as amended.

I have examined corporate documents of the Company, including its Certificate of Incorporation and Bylaws, and resolutions adopted by its board of directors and committees thereof. I have also examined the Registration Statement, together with the exhibits thereto, and such other documents that I have deemed necessary for the purposes of expressing the opinion contained herein. I have relied on representations made by and certificates of the officers of the Company and public officials with respect to certain facts material to my opinion. I have made no independent investigation regarding such representations and certificates.

Based upon the foregoing, I am of the opinion that when payment for the shares of Common Stock has been made pursuant to the Warrant, the Common Stock issued thereupon will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ John S. Tsai  
John S. Tsai  
Vice President & Assistant General Counsel -- Corporate  
& Securities