

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>MYERS A MAURICE</u>  (Last) (First) (Middle) 1001 FANNIN SUITE 4000  (Street) HOUSTON TX 77002  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>WASTE MANAGEMENT INC [ WMI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 06/01/2004	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 (A) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	06/01/2004		M		195,923	A	\$15.5625	492,163	D	
Common Stock <sup>(1)</sup>	06/01/2004		M		26,039	A	\$15.5625	518,202	D	
Common Stock <sup>(1)</sup>	06/01/2004		M		78,038	A	\$16.6875	596,240	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		33,000	D	\$28.25	563,240	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		14,800	D	\$28.26	548,440	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		1,900	D	\$28.27	546,540	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		5,100	D	\$28.28	541,440	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		14,000	D	\$28.29	527,440	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		13,100	D	\$28.3	514,340	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		7,900	D	\$28.31	506,440	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		13,900	D	\$28.32	492,540	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		5,800	D	\$28.33	486,740	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		8,100	D	\$28.34	478,640	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		6,400	D	\$28.35	472,240	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		7,400	D	\$28.36	464,840	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		15,000	D	\$28.37	449,840	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		9,400	D	\$28.38	440,440	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		6,600	D	\$28.39	433,840	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		5,800	D	\$28.51	428,040	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		100	D	\$28.52	427,940	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		200	D	\$28.53	427,740	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		200	D	\$28.54	427,540	D	
Common Stock <sup>(1)</sup>	06/01/2004		S		2,000	D	\$28.55	425,540	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

