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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

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 22, 2002

WASTE MANAGEMENT, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-12154 (Commission File Number)	73-1309529 (I.R.S. Employer Identification Number)
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1001 Fannin Street, Suite 4000 Houston, Texas (Address of principal executive offices)	77002 (Zip Code)
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(713) 512-6200
(Registrant's telephone number, including area code)

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ITEM 4.

CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On March 21, 2002, Waste Management, Inc. ("WMI" or the "Company") dismissed its former accountants and determined to appoint Ernst & Young LLP as its new independent auditors. This determination followed WMI's decision to seek proposals from independent accountants to audit the financial statements of WMI, and was approved by WMI's Board of Directors upon the recommendation of its Audit Committee. Prior to the selection of Ernst & Young, Arthur Andersen LLP served as the company's independent auditors.

Arthur Andersen's reports on WMI's consolidated financial statements for each of the years ended December 31, 2001 and 2000 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles. During the years ended December 31, 2001 and 2000 and through the date hereof, there were no disagreements with Arthur Andersen on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to Arthur Andersen's satisfaction, would have caused them to make reference to the subject matter in connection with their report on WMI's consolidated financial statements for such years.

As disclosed in Arthur Andersen's report to stockholders and the Board of Directors of WMI in connection with its audit of WMI's financial statements for the year ended December 31, 1999, Arthur Andersen was unable to review WMI's quarterly financial data for the interim periods within 1999 in accordance with standards established by the American Institute of Certified Public Accountants because it believed WMI's internal controls for the preparation of interim financial information did not provide an adequate basis for them to complete such a review. On November 5, 1999, Arthur Andersen had reported in writing to the Company's audit committee their belief that there were material weaknesses in WMI's system of internal controls over accounting and financial reporting. On May 15, 2000, Arthur Andersen further reported to WMI's audit committee that although WMI had issued its financial statements for the year ended December 31, 1999 on a timely basis, the preparation of those statements required an extraordinary level of external assistance. At that time, Arthur Andersen again communicated their belief that based on their observations during the audit of 1999 financial statements, there were material weaknesses in WMI's internal controls. On November 9, 2000, Arthur Andersen reported to WMI's audit committee that they had performed testing procedures, the results of which indicated that all previously identified material weaknesses in internal controls had been mitigated. The report further stated that each of the material weaknesses had either been improved to control deficiency status, was classified as a business improvement opportunity or was completely resolved and no longer considered an internal control issue. There were no other reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

WMI provided Arthur Andersen with a copy of the foregoing disclosures. Attached as Exhibit 16 is a copy of Arthur Andersen's letter, dated March 25, 2002, stating its agreement with such statements.

During the years ended December 31, 2001 and 2000 and through the date hereof, WMI did not consult Ernst & Young with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be

rendered on WMI's consolidated financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) EXHIBITS.

16 Letter of Arthur Andersen LLP regarding change in certifying accountant.

99.1 Press Release of Waste Management, Inc. dated March 22, 2002.

SIGNATURES

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

WASTE MANAGEMENT, INC.

Date: March 27, 2002

By: /s/ David P. Steiner

David P. Steiner
Senior Vice President,
General Counsel and Secretary

EXHIBIT INDEX

EXHIBIT NUMBER -----	EXHIBIT DESCRIPTION -----
16	Letter of Arthur Andersen LLP regarding change in certifying accountant.
99.1	Press Release of Waste Management, Inc. dated March 22, 2002.

March 25, 2002

ARTHUR ANDERSEN LLP

Suite 1300
711 Louisiana Street
Houston, TX 77002-2786

Office of the Chief Accountant
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Tel 713 237 2323
Fax 713 237 2786

www.andersen.com

Dear Sir/Madam:

We have read the first four paragraphs of Item 4 included in the Form 8-K dated March 22, 2002 of Waste Management, Inc. (the Company) to be filed with the Securities and Exchange Commission and are in agreement with the statements contained therein, with the exception of the reference to the approval by the Company's Board of Directors of the Audit Committee's recommendation to appoint Ernst & Young LLP as the Company's independent auditors, of which we have no knowledge.

Very truly yours,

/s/ ARTHUR ANDERSEN LLP

cc: Mr. John C. Pope
Chairman of the Audit Committee
Waste Management, Inc.

Mr. William Trubeck
Executive Vice President and Chief Financial Officer
Waste Management, Inc.

[WASTE MANAGEMENT LOGO]

FOR IMMEDIATE RELEASE

FOR FURTHER INFORMATION:
WASTE MANAGEMENT, INC.
ANALYSTS:
CHERIE RICE
713.512.6548
MEDIA:
SARAH VOSS
713.394.2154

WMI#02-09

WASTE MANAGEMENT, INC. SELECTS ERNST & YOUNG LLP AS ITS EXTERNAL AUDITOR

HOUSTON - MARCH 22, 2002 -Waste Management, Inc. (NYSE: WMI) today announced that the company's Audit Committee has selected Ernst & Young LLP as its auditor, replacing Arthur Andersen.

John C. Pope, Chairman of the Audit Committee of the Board of Directors said, "After a thorough selection process that reviewed several firms, including Arthur Andersen, the Committee concluded that Ernst & Young would bring the best combination of talent and attention to the auditing effort. In addition, our Audit Committee has determined that Ernst & Young, as an independent auditor, will only provide auditing related services to the Company."

A. Maurice Myers, Chairman, President and Chief Executive Officer of Waste Management said, "The full Board accepted the Audit Committee's unanimous recommendation at a meeting on Wednesday, March 21." Myers noted that the current Andersen team on Waste Management's account had done a very professional job. "We simply feel that our responsibility to our shareholders dictated a review of our outside auditor at this time," he said.

"This is a new Waste Management with a new executive team pursuing a new strategy," said Myers. "The selection of Ernst & Young is one more step in firmly establishing a new Waste Management."

Myers added: "The company was very pleased to see that Nell Minow of the Corporate Library, a Washington, D.C.-based research firm that rates boards of directors, recently named the current Waste Management Board of Directors 'Most Improved Board' as well as giving it an 'A' for its performance. This is a very active and engaged Board and the selection of a new auditor is another example of the Board's substantial efforts to serve the company's shareholders."

Ernst & Young will begin work immediately and the audit team will be headquartered in Houston.

Waste Management, Inc. is its industry's leading provider of comprehensive waste management services. Based in Houston, the Company serves municipal, commercial, industrial, and residential customers throughout North America.

Certain statements contained in this press release include statements that are "forward-looking statements." Outlined below are some of the risks that the Company faces and that could affect our financial statements for 2002 and beyond and that could cause actual results to be materially different from those that may be set forth in forward-looking statements made by the Company. However, they are not the only risks that the Company faces. There may be additional risks that we do not presently know or that we currently believe are immaterial which could also impair our business. We caution you not to place undue reliance on these forward-looking statements, which speak only as of their dates. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In addition, the Company, from time to time, provides estimates of financial and other data relating to future periods. Such estimates and other information are the Company's expectations at the point in time of issuance but may change at some future point in time. By issuing such estimates the Company has no obligation, and is not undertaking any obligation, to update such estimates or provide any other information relating to such estimates.

- o the outcome of litigation or investigations;
- o possible changes in our estimates of site remediation requirements, final closure and post-closure obligations, compliance and other audits and regulatory developments;
- o the possible impact of regulations on our business, including the cost to comply with regulatory requirements and the potential liabilities associated with disposal operations, as well as our ability to obtain and maintain permits needed to operate our facilities;
- o the effect of limitations or bans on disposal or transportation of out-of-state waste or certain categories of waste;
- o our ability to improve the productivity of acquired operations and use our asset base and strategic position to operate more efficiently;
- o our ability to accurately assess all of the pre-existing liabilities of companies we have acquired and to successfully integrate the operations of acquired companies with our existing operations;
- o possible charges against earnings for certain shut down operations and uncompleted acquisitions or development or expansion projects;
- o possible charges to asset impairments or further impairments to long-lived assets resulting from changes in circumstances or future business events or decisions;
- o the effects that trends toward requiring recycling, waste reduction at the source and prohibiting the disposal of certain types of wastes could have on volumes of waste going to landfills and waste-to-energy facilities;
- o the effect the weather has on our quarter to quarter results, as well as the effect of extremely harsh weather on our operations;
- o the effect that price fluctuations on commodity prices may have on our operating revenues;
- o the effect competition in our industry could have on our ability to maintain margins, including uncertainty relating to competition with governmental sources that enjoy competitive advantages from tax-exempt financing and tax revenue subsidies;
- o possible defaults under our credit agreements if cash flows are less than we expect or capital expenditures are more than we expect, and the possibility that we can not obtain additional capital on acceptable terms if needed;
- o possible diversions of management's attention and increases in operating expenses due to efforts by labor unions to organize our employees;

- o possible increases in operating expenses due to fuel price increases or fuel supply shortages;
- o the effects of general economic conditions;

- o the ability of insurers to fully or timely meet their contractual commitments and the effect that litigation against insurance companies and any settlements of such litigation may have on our ability to meet our past and future liabilities;
- o our ability to successfully deploy our new enterprise-wide software systems;
- o the outcome of the hearing that the court will hold regarding whether the class action settlement we announced on November 7, 2001 is fair, reasonable and adequate;
- o whether, if the class action settlement is approved, there is an appeal of that approval and the outcome of any such appeal;
- o the number of class members who will request to be excluded from the class and whether that number is large enough to trigger a provision in the class action settlement agreement that will allow termination of the agreement;
- o the number of objectors to the class action settlement;
- o the outcome of the hearing that the court will hold regarding whether the derivative lawsuit settlement we announced on November 7, 2001 is fair, reasonable and adequate;
- o whether, if the derivative lawsuit settlement is approved, there is an appeal of that approval and the outcome of any such appeal;
- o the number of objectors to the derivative lawsuit settlement; and
- o our ability to implement the Company's restructuring undertaken in 2002, including, without limitation, the effect of the restructuring on business operations.

Additional information regarding these and/or other factors that could materially affect results and the accuracy of the forward-looking statements contained herein may be found in Part I, Item 1 and Part II, Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 2001.

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