

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Harris Jeff M</u>  (Last) (First) (Middle) 1001 FANNIN1001 FANNIN SUITE 4000SUITE 4000  (Street) HOUSTON TX 77002  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WASTE MANAGEMENT INC [ WMI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2006</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <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	05/22/2006		M		22,000	A	\$19.61	37,595.5243	D	
Common Stock	05/22/2006		M		16,000	A	\$29.24	53,595.5243	D	
Common Stock	05/22/2006		M		20,000	A	\$27.88	73,595.5243	D	
Common Stock	05/22/2006		M		30,000	A	\$24.01	103,595.5243	D	
Common Stock	05/22/2006		M		11,000	A	\$17.875	114,595.5243	D	
Common Stock	05/22/2006		M		4,000	A	\$21.5	118,595.5243	D	
Common Stock	05/22/2006		M		5,000	A	\$14.8125	123,595.5243	D	
Common Stock	05/22/2006		S		124	D	\$36.62	123,471.5243	D	
Common Stock	05/22/2006		S		1,400	D	\$36.6	122,071.5243	D	
Common Stock	05/22/2006		S		100	D	\$36.54	121,971.5243	D	
Common Stock	05/22/2006		S		1,000	D	\$36.53	120,971.5243	D	
Common Stock	05/22/2006		S		1,700	D	\$36.52	119,271.5243	D	
Common Stock	05/22/2006		S		1,900	D	\$36.51	117,371.5243	D	
Common Stock	05/22/2006		S		700	D	\$36.5	116,671.5243	D	
Common Stock	05/22/2006		S		600	D	\$36.49	116,071.5243	D	
Common Stock	05/22/2006		S		1,900	D	\$36.44	114,171.5243	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy) <sup>(1)</sup>	\$14.8125	05/22/2006		M			5,000	02/28/2001	02/28/2010	Common Stock	5,000	\$14.8125	0.0000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$24.01	05/22/2006		M			30,000	03/01/2002	03/01/2011	Common Stock	30,000	\$24.01	0.0000	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy) <sup>(2)</sup>	\$27.88	05/22/2006		M			20,000	03/07/2003	03/07/2012	Common Stock	20,000	\$27.88	0.0000	D	
Stock Option (right to buy) <sup>(2)</sup>	\$19.61	05/22/2006		M			22,000	03/06/2004	03/06/2013	Common Stock	22,000	\$19.61	0.0000	D	
Stock Option (right to buy) <sup>(2)</sup>	\$29.24	05/22/2006		M			16,000	03/04/2005	03/04/2014	Common Stock	16,000	\$29.24	0.0000	D	
Stock Option (right to buy) <sup>(3)</sup>	\$21.5	05/22/2006		M			4,000	08/05/2000	08/05/2009	Common Stock	4,000	\$21.5	0.0000	D	
Stock Option (right to buy) <sup>(3)</sup>	\$17.875	05/22/2006		M			11,000	11/03/2000	11/03/2009	Common Stock	11,000	\$17.875	0.0000	D	

**Explanation of Responses:**

1. Stock option granted pursuant to Waste Management, Inc. 1993 Stock Incentive Plan. Stock option vests in 25% annual increments, commencing on the first anniversary of the date of grant.
2. Stock option granted pursuant to Waste Management, Inc. 2000 Stock Incentive Plan. The stock option originally vested in 25% annual increments commencing on the first anniversary of the date of grant. The Compensation Committee of the Board of Directors accelerated the vesting of the Company's outstanding options effective December 28, 2005.
3. Stock option granted pursuant to Waste Management, Inc. 1993 Stock Incentive Plan. Stock option vests in 20% annual increments, commencing on the first anniversary date of the date of grant.

**Remarks:**

Linda J. Smith, attorney-in-fact 05/24/2006

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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