

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>MYERS A MAURICE</u> (Last) (First) (Middle) 1001 FANNIN1001 FANNIN1001 FANNIN SUITE 4000SUITE 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 ⁽¹⁾	07/01/2004		M		105,572	A	\$16.6875	531,112	D	
Common Stock ⁽¹⁾	07/01/2004		M		83,750	A	\$19.61	614,862	D	
Common Stock ⁽¹⁾	07/01/2004		M		110,678	A	\$24.01	725,540	D	
Common Stock ⁽¹⁾	07/01/2004		S		12,900	D	\$29.62	712,640	D	
Common Stock ⁽¹⁾	07/01/2004		S		21,500	D	\$29.64	691,140	D	
Common Stock ⁽¹⁾	07/01/2004		S		64,700	D	\$29.65	626,440	D	
Common Stock ⁽¹⁾	07/01/2004		S		900	D	\$29.66	625,540	D	
Common Stock ⁽¹⁾	07/01/2004		S		2,900	D	\$29.68	622,640	D	
Common Stock ⁽¹⁾	07/01/2004		S		16,500	D	\$29.7	606,140	D	
Common Stock ⁽¹⁾	07/01/2004		S		600	D	\$29.73	605,540	D	
Common Stock ⁽¹⁾	07/01/2004		S		5,000	D	\$29.74	600,540	D	
Common Stock ⁽¹⁾	07/01/2004		S		5,000	D	\$29.75	595,540	D	
Common Stock ⁽¹⁾	07/01/2004		S		2,000	D	\$29.78	593,540	D	
Common Stock ⁽¹⁾	07/01/2004		S		3,000	D	\$29.8	590,540	D	
Common Stock ⁽¹⁾	07/01/2004		S		3,500	D	\$29.81	587,040	D	
Common Stock ⁽¹⁾	07/01/2004		S		6,300	D	\$29.82	580,740	D	
Common Stock ⁽¹⁾	07/01/2004		S		5,000	D	\$29.85	575,740	D	
Common Stock ⁽¹⁾	07/01/2004		S		5,000	D	\$29.86	570,740	D	
Common Stock ⁽¹⁾	07/01/2004		S		5,300	D	\$29.87	565,440	D	
Common Stock ⁽¹⁾	07/01/2004		S		1,000	D	\$29.88	564,440	D	
Common Stock ⁽¹⁾	07/01/2004		S		6,300	D	\$29.9	558,140	D	
Common Stock ⁽¹⁾	07/01/2004		S		100	D	\$29.92	558,040	D	
Common Stock ⁽¹⁾	07/01/2004		S		14,200	D	\$30	543,840	D	
Common Stock ⁽¹⁾	07/01/2004		S		1,900	D	\$30.01	541,940	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				

**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)	\$16.6875	07/01/2004		M			105,572	11/10/2002 ⁽²⁾	01/03/2010	Common Stock	105,572	\$16.6875	91,805	D	
Stock Option (Right to Buy)	\$24.01	07/01/2004		M			110,678	03/01/2002 ⁽³⁾	03/01/2011	Common Stock	110,678	\$24.01	189,322	D	
Stock Option (right to buy)	\$19.61	07/01/2004		M			83,750	03/06/2004 ⁽⁴⁾	03/06/2013	Common Stock	83,750	\$19.61	251,250	D	

Explanation of Responses:

- Option exercised and shares sold pursuant to Mr. Myers' Rule 10b5-1 Sales Plan.
- Options granted pursuant to Waste Management, Inc. 1993 Stock Incentive Plan. Options vest in increments of one-third on each of November 10, 2002, November 10, 2003 and November 10, 2004.
- Stock option granted pursuant to Waste Management, Inc. 2000 Stock Incentive Plan. Stock option vests in 25% annual increments, commencing on the first anniversary of the date of grant.
- Stock option granted pursuant to Waste Management, Inc. 2000 Stock Incentive Plan. 25% of the stock option vests on March 6, 2004, with the option becoming fully vested on the earlier of 11/10/04 or the election of a new Chief Executive Officer of the Company.

Remarks:

A. Maurice Myers

07/02/2004

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.