

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>MYERS A MAURICE</u> (Last) (First) (Middle) <u>1001 FANNIN</u> <u>SUITE 4000</u> (Street) <u>HOUSTON TX 77002</u> (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) <u>05/03/2004</u>	
	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⁾	05/03/2004		M		192,705	A	\$15.5625	502,545	D	
Common Stock ⁽¹⁾	05/03/2004		M		107,295	A	\$15.5625	609,840	D	
Common Stock ⁽¹⁾	05/03/2004		S		100	D	\$28.15	609,740	D	
Common Stock ⁽¹⁾	05/03/2004		S		15,000	D	\$28.16	594,740	D	
Common Stock ⁽¹⁾	05/03/2004		S		1,700	D	\$28.19	593,040	D	
Common Stock ⁽¹⁾	05/03/2004		S		1,700	D	\$28.2	591,340	D	
Common Stock ⁽¹⁾	05/03/2004		S		3,100	D	\$28.21	588,240	D	
Common Stock ⁽¹⁾	05/03/2004		S		7,100	D	\$28.22	581,140	D	
Common Stock ⁽¹⁾	05/03/2004		S		700	D	\$28.24	580,440	D	
Common Stock ⁽¹⁾	05/03/2004		S		146,500	D	\$28.25	433,940	D	
Common Stock ⁽¹⁾	05/03/2004		S		600	D	\$28.26	433,340	D	
Common Stock ⁽¹⁾	05/03/2004		S		5,800	D	\$28.27	427,540	D	
Common Stock ⁽¹⁾	05/03/2004		S		700	D	\$28.28	426,840	D	
Common Stock ⁽¹⁾	05/03/2004		S		900	D	\$28.29	425,940	D	
Common Stock ⁽¹⁾	05/03/2004		S		1,900	D	\$28.3	424,040	D	
Common Stock ⁽¹⁾	05/03/2004		S		1,400	D	\$28.33	422,640	D	
Common Stock ⁽¹⁾	05/03/2004		S		500	D	\$28.34	422,140	D	
Common Stock ⁽¹⁾	05/03/2004		S		6,900	D	\$28.35	415,240	D	
Common Stock ⁽¹⁾	05/03/2004		S		11,200	D	\$28.36	404,040	D	
Common Stock ⁽¹⁾	05/03/2004		S		2,000	D	\$28.37	402,040	D	
Common Stock ⁽¹⁾	05/03/2004		S		400	D	\$28.38	401,640	D	
Common Stock ⁽¹⁾	05/03/2004		S		12,200	D	\$28.39	389,440	D	
Common Stock ⁽¹⁾	05/03/2004		S		23,600	D	\$28.4	365,840	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					

**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)	\$15.5625	05/03/2004		M			192,705	11/11/1999 ⁽²⁾	11/11/2009	Common Stock	192,705	\$15.5625	607,035	D	
Stock Option (Right to Buy)	\$15.5625	05/03/2004		M			107,295	08/08/1988 ⁽³⁾	11/11/2009	Common Stock	107,295	\$15.5625	499,740	D	

Explanation of Responses:

- Option exercised and shares sold pursuant to Mr. Myers' Rule 10b5-1 Sales Plan.
- Granted pursuant to the Company's 1993 Stock Incentive Plan. Options vest as follows: (i) 111,111 options vest on November 11, 1999, (ii) 222,222 options vest on November 10, 2001, (iii) 283,333 options vest on November 10, 2002, (iv) 172,222 options vest on November 10, 2003, and (v) 61,112 options vest on November 10, 2004.
- Granted pursuant to the Company's 1993 Stock Incentive Plan. Options vest as follows: (i) 1/3 of the options shall vest upon the average closing price of the Company's common stock reaching at least \$21.50 for 60 consecutive days, (ii) 1/3 of the options shall vest upon the average closing price of the Company's common stock reaching at least \$27.00 for 60 consecutive days, (iii) 1/3 of the options shall vest upon the average closing price of the Company's common stock reaching at least \$34.00 for 60 consecutive days and (iv) 100% of the options shall vest in full on November 11, 2004, notwithstanding the foregoing.

Remarks:

Linda J. Smith, attorney-in-fact 05/04/2004

** 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.

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