



**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):** February 11, 2005

**Waste Management, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

Delaware

**(State or Other Jurisdiction of Incorporation)**

1-12154

**(Commission File Number)**

73-1309529

**(IRS Employer Identification No.)**

1001 Fannin, Suite 4000 Houston, Texas  
**(Address of Principal Executive Offices)**

77002  
**(Zip Code)**

**Registrant's Telephone number, including area code:** (713) 512-6200

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**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On February 11, 2005, Waste Management, Inc. (the “Company”) filed a prospectus supplement pursuant to Rule 424 of the Securities Act of 1933, as amended, to its registration statement on Form S-3 (No. 333-97697) (the “Registration Statement”), to register the issuance of 148,560 shares of its common stock, par value \$0.01 per share (the “Common Stock”), upon exercise of an outstanding warrant to purchase shares of Common Stock of the Company.

The Company is filing a legal opinion issued in connection with the issuance of its shares of Common Stock as exhibit 5.1, to be incorporated by reference into the Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

## (c) Exhibits

5.1 Opinion of John S. Tsai

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**SIGNATURES**

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

Date: February 11, 2005

WASTE MANAGEMENT, INC.

By: /s/ Rick Wittenbraker

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Rick L Wittenbraker, *Senior Vice President*

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**Exhibit Index**

**Exhibit Number**

5.1

**Description**

Opinion of John S. Tsai

[WASTE MANAGEMENT LETTERHEAD]

February 11, 2005

Waste Management, Inc.  
1001 Fannin Street, Suite 4000  
Houston, Texas 77002

Gentlemen,

I am Vice President and Assistant General Counsel — Corporate & Securities of Waste Management, Inc., a Delaware corporation (the “Company”), and have acted in such capacity in connection with the issuance of 148,560 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), pursuant to the exercise of a warrant dated September 27, 1996. The 148,560 shares of Common Stock are being issued under a registration statement on Form S-3 (No. 333-97697) filed under the Securities Act of 1933, as amended (the “Registration Statement”).

I have examined corporate documents of the Company, including its Certificate of Incorporation and Bylaws, and resolutions adopted by its board of directors and committees thereof. I have also examined the Registration Statement, together with the exhibits thereto, and such other documents that I have deemed necessary for the purposes of expressing the opinion contained herein. I have relied on representations made by and certificates of the officers of the Company and public officials with respect to certain facts material to my opinion. I have made no independent investigation regarding such representations and certificates.

Based upon the foregoing, I am of the opinion that the 148,560 shares of Common Stock have been validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,  
/s/ John S. Tsai  
John S. Tsai  
*Vice President & Assistant General Counsel —  
Corporate & Securities*