

Aardsma David A  
 Form 3  
 January 28, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Aardsma David A		(Month/Day/Year)	WASTE MANAGEMENT INC [WMI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1001 FANNIN STREET, SUITE 4000			(Check all applicable)	
(Street)			___ Director	___ 10% Owner
			<u>X</u> Officer	___ Other
HOUSTON, TX 77002			(give title below)	(specify below)
(City)	(State)	(Zip)	Sr. VP, Sales and Marketing	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<u>X</u> Form filed by One Reporting Person
				___ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	6,400.7526	D	A

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy) <sup>(2)</sup>	03/10/1999	03/10/2008	Common Stock	2,475	\$ 33.64	D Â
Stock Option (Right to Buy) <sup>(3)</sup>	01/11/2000	01/11/2009	Common Stock	1,500	\$ 51.375	D Â
Stock Option (Right to Buy) <sup>(3)</sup>	09/13/2000	09/13/2009	Common Stock	750	\$ 20.5	D Â
Stock Option (Right to Buy) <sup>(4)</sup>	05/09/1998	05/09/2007	Common Stock	3,106	\$ 41.45	D Â
Stock Option (Right to Buy) <sup>(5)</sup>	02/28/2001	02/28/2010	Common Stock	1,250	\$ 14.8125	D Â
Stock Option (Right to Buy) <sup>(6)</sup>	03/01/2002	03/01/2011	Common Stock	25,000	\$ 24.01	D Â
Phantom Stock Units <sup>(7)</sup>	08/08/1988	08/08/1988	Common Stock	991.6877	\$ 0	D Â
Stock Option (right to buy) <sup>(6)</sup>	03/07/2003	03/07/2012	Common Stock	17,500	\$ 27.88	D Â
Stock Option (right to buy) <sup>(6)</sup>	03/06/2004	03/06/2013	Common Stock	21,500	\$ 19.61	D Â
Stock Option (right to buy) <sup>(6)</sup>	03/04/2005	03/04/2014	Common Stock	20,500	\$ 29.24	D Â
Stock Option (Right to Buy) <sup>(8)</sup>	06/05/2001	06/05/2010	Common Stock	9,000	\$ 19.25	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aardsma David A 1001 FANNIN STREET, SUITE 4000 HOUSTON, TX 77002	Â	Â	Â Sr. VP, Sales and Marketing	Â

## Signatures

David A. Aardsma 01/28/2005

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

(1)

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Includes 5,000 restricted stock units granted January 19, 2005 pursuant to Waste Management, Inc. 2004 Stock Incentive Plan. Award vests in 25% annual increments, commencing on the first anniversary of the date of grant.

- (2) Stock option granted pursuant to Waste Management, Inc. 1997 Equity Incentive Plan. Stock option vests in increments of one-third, commencing on the first anniversary of the date of grant.
- (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.
- (4) Stock option granted pursuant to Waste Management, Inc. 1997 Equity Incentive Plan.
- (5) Stock Option granted pursuant to Waste Management, Inc. 2000 Broad-Based Employee Plan. Stock option vests in 25% annual increments, commencing on the first anniversary of the date of grant.
- (6) 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.
- (7) Phantom stock units accrued under the Waste Management, Inc. Retirement Savings Restoration Plan, a supplemental retirement savings plan. A phantom stock unit is equivalent to one share of Common Stock.
- (8) 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.

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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