

WASTE INDUSTRIES USA INC
 Form 4
 May 14, 2008

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
WASTE INDUSTRIES USA INC [WWIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
85 BROAD ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2008

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See FN (1) (2) (3) (4) (5)

NEW YORK, NY 10004

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 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	05/09/2008		<u>P(1)(2)(3)</u>		1,038,792	A	\$ 38 1,043,292	I	See Footnotes (1) (2) (3) (5)
Common Stock	05/09/2008		<u>J(1)(2)(3)</u>		1,038,792	D	\$ 38 4,500	I	See Footnotes (1) (2) (3) (5)
Common Stock	05/09/2008		<u>D(1)(2)(4)</u>		4,500	D	\$ 38 0	I	See Footnotes (1) (2) (4) (5)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004				See FN (1) (2) (3) (4) (5)
GS Direct, L.L.C. 85 BROAD STREET NEW YORK, NY 10004				See FN (1) (2) (3) (4) (5)
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004				See FN (1) (2) (3) (4) (5)

Signatures

See Exhibit 24 05/14/2008

__Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), and GS Direct, L.L.C. ("GS Direct" and collectively with GS Group and Goldman Sachs, the "Reporting Persons").

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- (2) On May 9, 2008, pursuant to the terms of the merger agreement by and among the Issuer, Marlin HoldCo LP and Marlin MergeCo Inc. ("Merger Sub"), Articles of Merger were filed with the North Carolina Secretary of State and, as a result thereof, Merger Sub was merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation and the indirect wholly-owned subsidiary of Marlin HoldCo LP. As a result of the Merger, the Issuer no longer has any securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, and accordingly each Reporting Person no longer will be deemed to constitute a "group" with Lonnie C. Poole Jr., the Chairman of the Issuer, Jim W. Perry, the President, Chief Executive Officer and a Director of the Issuer, and certain Poole family members and entities (together with Mr. Poole, the "Poole Members").
- (3) Immediately before the Merger, GS Direct acquired 1,038,792 shares of Common Stock from certain shareholders, and GS Direct exchanged such shares, at a value of \$38.00 per share, for equity of Marlin HoldCo LP, a parent holding company of Merger Sub, and such shares were subsequently cancelled.
- (4) In connection with the Merger, certain shares of Common Stock beneficially owned directly by Goldman Sachs, and which may be deemed to be beneficially owned indirectly by GS Group, were cancelled and converted into the right to receive \$38.00 per share in cash and open short positions held by Goldman Sachs or another wholly-owned subsidiary of GS Group were closed for \$38.00 per share.
- (5) Each of the Reporting Persons disclaims membership in any "group" with any other person and disclaims beneficial ownership of any securities of the Issuer except to the extent of its pecuniary interest therein, if any. Each Reporting Person also disclaims beneficial ownership of any shares of Common Stock that may be or are beneficially owned by, among others, the Poole Members, Mr. Perry, and any other persons other than the Reporting Persons.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.