

WASTE MANAGEMENT INC

Form 8-K

March 01, 2006

Table of Contents

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 1, 2006

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.)
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1001 Fannin, Suite 4000 Houston, Texas (Address of Principal Executive Offices)	77002 (Zip Code)
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Registrant's Telephone number, including area code: (713) 512-6200

(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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TABLE OF CONTENTS

Item 8.01 Other Events

Item 9.01. Financial Statements and Exhibits

SIGNATURES

Exhibit Index

Opinion of John S. Tsai

Table of Contents

Item 8.01 Other Events

On March 1, 2006, 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 25,000 shares of its common stock, par value \$0.01 per share (the Common Stock), upon exercise of outstanding warrants 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

Table of Contents

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.

WASTE MANAGEMENT, INC.

Date: March 1, 2006

By: /s/ Rick L Wittenbraker

Rick L Wittenbraker, *Senior Vice President*

Table of Contents

Exhibit Index

Exhibit Number	Description
5.1	Opinion of John S. Tsai