

WASTE MANAGEMENT INC

Form 424B5

May 09, 2007

**Filed Pursuant to Rule 424(b)(5)  
Registration Number 333-137526**

***PROSPECTUS SUPPLEMENT***  
***(To Prospectus dated September 22, 2006)***

**12,811 SHARES  
WASTE MANAGEMENT, INC.  
COMMON STOCK**

Our common stock is listed on the New York Stock Exchange under the trading symbol WMI. On May 8, 2007, the last reported sale price of the common stock on the New York Stock Exchange was \$37.98 per share.

We are issuing the shares directly to a warrant holder upon exercise by such holder of an outstanding warrant. The warrant, originally issued in 1998, entitles the holder to purchase an aggregate of 12,811 shares of our common stock at a purchase price of \$22.6740 per share.

We will use the net proceeds of \$290,476.61 from the sale of the shares for general corporate purposes.

**Investing in the common stock involves risks that are described in the Risk Factors section of our periodic reports and incorporated in the prospectus dated September 22, 2006 by reference to the those reports.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**We expect to deliver the shares against payment therefor in Houston, Texas on or about May 10, 2007**

Prospectus Supplement dated May 9, 2007