

WASTE MANAGEMENT INC

Form 8-K

March 05, 2004

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 2, 2004

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

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

TABLE OF CONTENTS

Item 5. Other Events

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

SIGNATURES

Exhibit Index

Underwriting Agreement dated March 2, 2004

Form of Book-Entry Note

Officers' Certificate

Guarantee Agreement dated March 5, 2004

Table of Contents

Item 5. Other Events

On March 2, 2004, Waste Management, Inc. (the Company) entered into an underwriting agreement for the public offering of \$350 million of its 5.00% Senior Notes due 2014 (the Notes). The Notes are to be issued under an Indenture dated as of September 10, 1997 between the Company and JPMorgan Chase Bank, as successor to The Chase Manhattan Bank, as Trustee. Closing of the issuance and sale of the Notes occurred on March 5, 2004. Further information is included in Exhibits 1, 4.1, 4.2 and 4.3.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

- 1 Underwriting Agreement dated March 2, 2004, among Waste Management, Inc., Waste Management Holdings, Inc., Barclays Capital Inc., Deutsche Bank Securities Inc., J. P. Morgan Securities Inc., ABN AMRO Incorporated, BNP Paribas Securities Corp., PNC Capital Markets, Inc., Scotia Capital (USA) Inc., SunTrust Capital Markets, Inc. and Wachovia Capital Markets, LLC.
 - 4.1 Form of Book-Entry Note representing 5.00% Senior Notes due 2014
 - 4.2 Officers Certificate
 - 4.3 Guarantee Agreement dated March 5, 2004 by Waste Management Holdings, Inc. in favor of the holders of Waste Management, Inc. s 5.00% Senior Notes due 2014.
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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 5, 2004

By: /s/ Cherie C. Rice
Cherie C. Rice
Vice President and Treasurer

Table of Contents

Exhibit Index

Exhibit Number	Description
1	Underwriting Agreement dated March 2, 2004, among Waste Management, Inc., Waste Management Holdings, Inc., Barclays Capital Inc., Deutsche Bank Securities Inc., J. P. Morgan Securities Inc., ABN AMRO Incorporated, BNP Paribas Securities Corp., PNC Capital Markets, Inc., Scotia Capital (USA) Inc., SunTrust Capital Markets, Inc. and Wachovia Capital Markets, LLC.
4.1	Form of Book-Entry Note representing 5.00% Senior Notes due 2014
4.2	Officers Certificate
4.3	Guarantee Agreement dated March 5, 2004 by Waste Management Holdings, Inc. in favor of the holders of Waste Management, Inc. s 5.00% Senior Notes due 2014.