

WASTE MANAGEMENT INC
 Form 4
 August 13, 2007

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 *
STEINER DAVID P

 (Last) (First) (Middle)
 1001 FANNIN1001
 FANNIN, SUITE 4000SUITE 4000
 (Street)
 HOUSTON, TX 77002
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WASTE MANAGEMENT INC [WMI]

3. Date of Earliest Transaction (Month/Day/Year)
 08/10/2007

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Phantom Stock Units ⁽¹⁾	\$ 0	08/10/2007	A	11,189.2838	08/08/1988	08/08/1988	Common Stock	11

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEINER DAVID P 1001 FANNIN SUITE 4000 HOUSTON, TX 77002	X		Chief Executive Officer	

Signatures

David P. Steiner 08/13/2007
 **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) Phantom stock units accrued under the Waste Management, Inc. 409A Deferral Savings Plan, a supplemental retirement savings plan. A phantom stock unit is equivalent to one share of Common Stock.

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. D nowrap align="left" valign="bottom">

KeyCorp
 946,382 \$ 5,612,045
 PNC Financial Services Group, Inc.
 127,301 6,134,635
 Wells Fargo & Co.
 660,800 15,938,496 **\$ 27,685,176**

Communications Equipment 3.6%

Harris Corp.
 67,609 \$ 2,310,199
 JDS Uniphase Corp.⁽¹⁾
 564,047 5,623,549
 QUALCOMM, Inc.
 525,784 25,568,876 **\$ 33,502,624**

Computers & Peripherals 3.9%

Apple, Inc.⁽¹⁾

95,345	\$ 36,343,607	\$ 36,343,607
Construction & Engineering	1.4%	
Fluor Corp.		
280,415	\$ 13,053,318	\$ 13,053,318
Consumer Finance	0.7%	
American Express Co.		
142,458	\$ 6,396,364	\$ 6,396,364
Diversified Financial Services	2.7%	
JPMorgan Chase & Co.		
533,198	\$ 16,059,924	
Moody's Corp.		
291,840	8,886,528	\$ 24,946,452
Diversified Telecommunication Services	4.2%	
AT&T, Inc.		
782,162	\$ 22,307,260	
CenturyLink, Inc.		
267,587	8,862,482	
Verizon Communications, Inc.		
206,449	7,597,323	\$ 38,767,065

	Shares	Value
Security		
Electric Utilities 1.1%		
American Electric Power Co., Inc.	142,399	\$ 5,414,010
PPL Corp.	181,134	5,169,564
		\$ 10,583,574
Electrical Equipment 0.4%		
Emerson Electric Co.	92,774	\$ 3,832,494
		\$ 3,832,494
Electronic Equipment, Instruments & Components 1.0%		
Corning, Inc.	753,475	\$ 9,312,951
		\$ 9,312,951
Energy Equipment & Services 1.5%		
Halliburton Co.	215,263	\$ 6,569,827
Schlumberger, Ltd.	126,036	7,528,130
		\$ 14,097,957
Food & Staples Retailing 1.9%		
Costco Wholesale Corp.	217,475	\$ 17,859,047
		\$ 17,859,047
Health Care Equipment & Supplies 3.4%		
Covidien PLC	239,110	\$ 10,544,751
St. Jude Medical, Inc.	397,058	14,369,529
Varian Medical Systems, Inc. ⁽¹⁾	122,960	6,413,594
		\$ 31,327,874
Health Care Providers & Services 5.6%		
AmerisourceBergen Corp.	407,408	\$ 15,184,096
DaVita, Inc. ⁽¹⁾	90,376	5,663,864
Fresenius Medical Care AG & Co. KGaA ADR	149,518	10,096,950
UnitedHealth Group, Inc.	449,514	20,731,586
		\$ 51,676,496
Hotels, Restaurants & Leisure 1.3%		
McDonald's Corp.	136,714	\$ 12,006,223
		\$ 12,006,223

Household Products	2.5%		
Colgate-Palmolive Co.		50,385	\$ 4,468,142
Procter & Gamble Co.		295,749	18,685,422
			\$ 23,153,564
Industrial Conglomerates	2.9%		
Danaher Corp.		366,485	\$ 15,370,381
General Electric Co.		744,053	11,339,368
			\$ 26,709,749
Insurance	1.5%		
Aflac, Inc.		108,712	\$ 3,799,484
Lincoln National Corp.		216,483	3,383,629
MetLife, Inc.		232,848	6,522,073
			\$ 13,705,186
Internet & Catalog Retail	2.6%		
Amazon.com, Inc. ⁽¹⁾		69,704	\$ 15,072,096
priceline.com, Inc. ⁽¹⁾		19,751	8,877,284
			\$ 23,949,380
Internet Software & Services	4.1%		
eBay, Inc. ⁽¹⁾		631,010	\$ 18,608,485
Google, Inc., Class A ⁽¹⁾		37,889	19,489,344
			\$ 38,097,829

	Shares	Value
Security		
IT Services 3.3%		
Accenture PLC, Class A	162,556	\$ 8,563,450
International Business Machines Corp.	128,006	22,404,890
		\$ 30,968,340
Machinery 1.8%		
Illinois Tool Works, Inc.	398,115	\$ 16,561,584
		\$ 16,561,584
Media 2.4%		
Comcast Corp., Class A	869,353	\$ 18,169,478
Walt Disney Co. (The)	123,499	3,724,730
		\$ 21,894,208
Metals & Mining 2.0%		
Cliffs Natural Resources, Inc.	92,733	\$ 4,745,148
Freeport-McMoRan Copper & Gold, Inc.	74,972	2,282,897
Goldcorp, Inc.	253,057	11,549,521
		\$ 18,577,566
Multi-Utilities 1.0%		
PG&E Corp.	217,452	\$ 9,200,394
		\$ 9,200,394
Multiline Retail 0.8%		
Macy's, Inc.	281,286	\$ 7,403,448
		\$ 7,403,448
Oil, Gas & Consumable Fuels 6.9%		
Apache Corp.	88,439	\$ 7,096,346
ConocoPhillips	262,291	16,608,266
Exxon Mobil Corp.	344,552	25,024,812
Hess Corp.	55,205	2,896,054
Occidental Petroleum Corp.	76,058	5,438,147
Peabody Energy Corp.	216,732	7,342,880
		\$ 64,406,505
Personal Products 1.6%		
Estee Lauder Cos., Inc. (The), Class A	168,283	\$ 14,781,979

		\$ 14,781,979
Pharmaceuticals	2.6%	
Johnson & Johnson	92,035	\$ 5,863,550
Pfizer, Inc.	822,665	14,544,717
Teva Pharmaceutical Industries, Ltd. ADR	100,058	3,724,159
		\$ 24,132,426
Real Estate Investment Trusts (REITs)	1.1%	
AvalonBay Communities, Inc.	54,354	\$ 6,199,074
Boston Properties, Inc.	50,704	4,517,726
		\$ 10,716,800
Software	3.4%	
Microsoft Corp.	532,947	\$ 13,265,051
Oracle Corp.	637,426	18,319,623
		\$ 31,584,674
Specialty Retail	0.7%	
Home Depot, Inc.	198,590	\$ 6,527,653
		\$ 6,527,653
Textiles, Apparel & Luxury Goods	1.9%	
NIKE, Inc., Class B	201,988	\$ 17,271,994
		\$ 17,271,994

Security	Shares	Value
Tobacco 1.9%		
Philip Morris International, Inc.	281,925	\$ 17,586,482
		\$ 17,586,482
Wireless Telecommunication Services 0.5%		
American Tower Corp., Class A ⁽¹⁾	85,084	\$ 4,577,519
		\$ 4,577,519
Total Common Stocks (identified cost \$774,195,937)		\$ 821,613,283

Call Options Purchased 0.2%

Security	Number of Contracts	Strike Price	Expiration Date	Value
Netflix, Inc.	440	\$ 95.00	1/21/12	\$ 1,311,200
Shaw Group, Inc. (The)	2,025	35.00	1/21/12	20,250
Total Call Options Purchased (identified cost \$7,082,103)				\$ 1,331,450

Put Options Purchased 5.9%

Description	Number of Contracts	Strike Price	Expiration Date	Value
S&P 500 Index	5,810	\$ 1,100	3/17/12	\$ 54,701,150
Total Put Options Purchased (identified cost \$50,043,188)				\$ 54,701,150

Short-Term Investments 9.9%

Description	Interest (000 s omitted)	Value
Eaton Vance Cash Reserves Fund, LLC, 0.08% ⁽²⁾	\$ 91,932	\$ 91,931,572

Total Short-Term Investments
(identified cost \$91,931,572) **\$ 91,931,572**

Total Investments 104.6%
(identified cost \$923,252,800) **\$ 969,577,455**

Call Options Written (1.0)%

Description	Number of Contracts	Strike Price	Expiration Date	Value
S&P 500 Index	2,245	\$ 1,155	10/7/11	\$ (3,547,100)
S&P 500 Index	2,860	1,185	10/22/11	(4,933,500)
S&P 500 Index	1,240	1,225	10/22/11	(830,800)

Total Call Options Written
(premiums received \$20,973,207) **\$ (9,311,400)**

Put Options Written (0.2)%

Security	Number of Contracts	Strike Price	Expiration Date	Value
Shaw Group, Inc. (The)	3,120	\$ 25.00	1/21/12	\$ (1,404,000)
Teva Pharmaceutical Industries, Ltd. ADR	2,350	32.50	12/17/11	(273,775)
Total Put Options Written (premiums received \$847,320)				\$ (1,677,775)
Other Assets, Less Liabilities (3.4)%				\$ (31,369,748)
Net Assets 100.0%				\$ 927,218,532

The percentage shown for each investment category in the Portfolio of Investments is based on net assets.

ADR - American Depositary Receipt

- (1) Non-income producing security.
- (2) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of September 30, 2011. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended September 30, 2011 was \$27,814.

The cost and unrealized appreciation (depreciation) of investments of the Fund at September 30, 2011, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 902,961,575
Gross unrealized appreciation	\$ 132,475,013
Gross unrealized depreciation	(65,859,133)
Net unrealized appreciation	\$ 66,615,880

Written call and put options activity for the fiscal year to date ended September 30, 2011 was as follows:

Number of Contracts	Premiums Received
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Outstanding, beginning of period	23,015	\$ 9,489,435
Options written	149,190	150,870,065
Options terminated in closing purchase transactions	(87,090)	(103,034,066)
Options expired	(73,300)	(35,504,907)
Outstanding, end of period	11,815	\$ 21,820,527

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent.

At September 30, 2011, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund is subject to equity price risk in the normal course of pursuing its investment objectives.

The Fund purchases call options on individual stocks at or above the current value of the stock to enhance return. In buying call options on individual stocks, the Fund in effect, acquires potential appreciation in the value of the applicable stock above the exercise price in exchange for the option premium paid. The Fund purchases index put options below the current value of the index to reduce the Fund's exposure to market risk and volatility. In buying index put options, the Fund in effect, acquires protection against decline in the value of the applicable index below the exercise price in exchange for the option premium paid. The Fund writes index call options above the current value of the index to generate premium income. In writing index call options, the Fund in effect, sells potential appreciation in the value of the applicable index above the exercise price in exchange for the option premium received. The Fund retains the risk of loss, minus the premium received, should the price of the underlying index decline. The Fund writes put options on individual stocks below the current value of the individual stock to generate premium income. In writing put options on individual stocks, the Fund in effect, sells protection against decline in the value of the applicable individual stock below the exercise price in exchange for the option premium received. The Fund retains the risk of loss, minus the premium received, should the price of the underlying stock decline below the exercise price. The Fund is not subject to counterparty credit risk with respect to its written options as the Fund, not the counterparty, is obligated to perform under such derivatives.

At September 30, 2011, the aggregate fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in an asset position and in a liability position and whose primary underlying risk exposure is equity price risk was \$56,032,600 and \$10,989,175, respectively.

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At September 30, 2011, the hierarchy of inputs used in valuing the Fund's investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3	Total
Common Stocks	\$ 821,613,283	\$	\$	\$ 821,613,283
Call Options Purchased	1,331,450			1,331,450
Put Options Purchased	54,701,150			54,701,150
Short-Term Investments		91,931,572		91,931,572
Total Investments	\$ 877,645,883	\$ 91,931,572	\$	\$ 969,577,455
Liability Description				
Call Options Written	\$ (9,311,400)	\$	\$	\$ (9,311,400)
Put Options Written		(1,677,775)		(1,677,775)
Total	\$ (9,311,400)	\$ (1,677,775)	\$	\$ (10,989,175)

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The Fund held no investments or other financial instruments as of December 31, 2010 whose fair value was determined using Level 3 inputs. At September 30, 2011, the value of investments transferred between Level 1 and Level 2, if any, during the fiscal year to date then ended was not significant.

For information on the Fund's policy regarding the valuation of investments and other significant accounting policies, please refer to the Fund's most recent financial statements included in its semiannual or annual report to shareholders.

Item 2. Controls and Procedures

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant's internal control over financial reporting.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Eaton Vance Risk-Managed Diversified Equity Income Fund

By: /s/ Walter A. Row, III

Walter A. Row, III
President

Date: November 23, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Walter A. Row, III

Walter A. Row, III
President

Date: November 23, 2011

By: /s/ Barbara E. Campbell

Barbara E. Campbell
Treasurer

Date: November 23, 2011