

WASTE INDUSTRIES USA INC
Form 4
January 14, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
01/10/2008

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
See footnotes 2, 3 and 4

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/10/2008		S	28 D	\$ 35.79 4,472	I	See footnotes (1) (2) (3) (4) (5) (6)
Common Stock	01/10/2008		S	100 D	\$ 35.8 4,372	I	See footnotes (1) (2) (3) (4) (5) (6)
Common Stock	01/10/2008		P	128 A	\$ 35.88 4,500	I	See footnotes (1) (2) (3) (4) (5) (6)

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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 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 Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Yvette Kotic, Attorney-in-fact	01/14/2008
**Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact	01/14/2008
**Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact	01/14/2008

**Signature of Reporting Person

Date

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").

On October 22, 2007, Lonnie C. Poole Jr., the Chairman of the Board of Directors of Waste Industries USA, Inc. (the "Company"), Jim W. Perry, the President, Chief Executive Officer and a Director of the Company, GS Direct and Macquarie Infrastructure Partners Inc. ("MIP") delivered a letter (the "Proposal Letter") to the Special Committee of the Board of Directors of the Company in which it was

- (2) proposed that Mr. Poole, certain Poole family members and entities (together with Mr. Poole, the "Poole Members"), Mr. Perry, GS Direct, and MIP (collectively, the "Investors") would offer to acquire by merger, through a newly formed entity, for a purchase price of \$36.75 in cash per share, all of the outstanding shares of the Company's common stock, no par value (the "Common Stock"), (continued in footnote 3)

- (3) other than any shares held by any of the Investors and shares held by members of the Company's senior management team that are to be invested in the transaction (the "Proposal"). The Proposal Letter states that no binding obligation on the part of any person will arise with respect to the Proposal or any transaction until a mutually acceptable definitive merger agreement, for the acquisition of the outstanding Common Stock of the Company, is executed and delivered. No guarantees can be given that the proposed merger will be consummated.

- (4) As a result of the Proposal, the Reporting Persons, with, among others, the Poole Members and Mr. Perry, may be deemed to constitute a "group", within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended, that beneficially owns more than 10% of the outstanding shares of Common Stock of the Company. This Form 4 shall not be deemed an admission that any Reporting Person is a beneficial owner of any shares of Common Stock for any purpose, other than the securities reported in Table I of this Form 4. Each of the Reporting Persons disclaims membership in any "group" with any other person and disclaims beneficial ownership of the securities reported in Table I except to the extent of its pecuniary interest therein, if any.

- (5) 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.

- (6) The securities reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to the Company. The ownership reflected on Table I reflects shares of Common Stock beneficially owned directly by Goldman Sachs or another wholly-owned subsidiary of GS Group (collectively, "Goldman") and which may be deemed to be beneficially owned indirectly by GS Group, and takes into account open short positions held by Goldman. Goldman Sachs is a wholly-owned subsidiary of GS Group.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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