

WASTE INDUSTRIES USA INC
 Form 3
 November 01, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GOLDMAN SACHS GROUP INC/			(Month/Day/Year)	WASTE INDUSTRIES USA INC [WWIN]	
(Last)	(First)	(Middle)	10/22/2007		
85 BROAD ST			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10004			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See FN (2), (3), (4) and (5)		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, no par value	4,494	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004	Â	Â	Â	See FN (2), (3), (4) and (5)
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004	Â	Â	Â	See FN (2), (3), (4) and (5)
GS Direct, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â	Â	See FN (2), (3), (4) and (5)

Signatures

/s/ Yvette Kusic,
Attorney-in-fact 11/01/2007

**Signature of Reporting Person Date

/s/ Yvette Kusic,
Attorney-in-fact 11/01/2007

**Signature of Reporting Person Date

/s/ Yvette Kusic,
Attorney-in-fact 11/01/2007

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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"). The ownership reflected on (1) Table 1 reflects shares of Common Stock beneficially owned directly by Goldman Sachs and which may be deemed to be beneficially owned indirectly by GS Group, and takes into account open short positions held by Goldman Sachs or another wholly-owned subsidiary of GS Group.

(2) On October 22, 2007, Lonnie C. Poole Jr., the Chairman of the Board of Directors of Waste Industries USA, Inc. (the "Issuer"), Jim W. Perry, the President, Chief Executive Officer and a Director of the Issuer, 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 Issuer in which it was 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 Issuer's common stock, no par value (the "Common Stock"), other than any shares held by any of the Investors and shares held by members of the Issuer's senior management team that are to be invested in the transaction (the "Proposal").

(3) 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 Issuer, is executed and delivered. No guarantees can be given that the proposed merger will be consummated.

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- 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 Issuer. This Form 3 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 3. 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.
- (4) 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.
 - (5) The securities reported herein may be deemed to be beneficially owned indirectly by GS Group by reason of the direct ownership of such securities by Goldman Sachs or another direct or indirect wholly-owned subsidiary of GS Group. Goldman Sachs is a wholly-owned subsidiary of GS Group.
 - (6)

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.