

WASTE INDUSTRIES USA INC
Form 4
May 14, 2008

FORM 4

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

OMB APPROVAL

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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)
05/09/2008

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
See FN (1) (2) (3) (4) (5)

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 Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D) Price	
Common Stock	05/09/2008		<u>P(1)(2)(3)</u>	1,038,792	A	\$ 38 1,043,292	I	See Footnotes (1) (2) (3) (5)
Common Stock	05/09/2008		<u>J(1)(2)(3)</u>	1,038,792	D	\$ 38 4,500	I	See Footnotes (1) (2) (3) (5)
Common Stock	05/09/2008		<u>D(1)(2)(4)</u>	4,500	D	\$ 38 0	I	See Footnotes (1) (2) (4) (5)

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

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- (2) On May 9, 2008, pursuant to the terms of the merger agreement by and among the Issuer, Marlin HoldCo LP and Marlin MergeCo Inc. ("Merger Sub"), Articles of Merger were filed with the North Carolina Secretary of State and, as a result thereof, Merger Sub was merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation and the indirect wholly-owned subsidiary of Marlin HoldCo LP. As a result of the Merger, the Issuer no longer has any securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, and accordingly each Reporting Person no longer will be deemed to constitute a "group" with Lonnie C. Poole Jr., the Chairman of the Issuer, Jim W. Perry, the President, Chief Executive Officer and a Director of the Issuer, and certain Poole family members and entities (together with Mr. Poole, the "Poole Members").
- (3) Immediately before the Merger, GS Direct acquired 1,038,792 shares of Common Stock from certain shareholders, and GS Direct exchanged such shares, at a value of \$38.00 per share, for equity of Marlin HoldCo LP, a parent holding company of Merger Sub, and such shares were subsequently cancelled.
- (4) In connection with the Merger, certain shares of Common Stock beneficially owned directly by Goldman Sachs, and which may be deemed to be beneficially owned indirectly by GS Group, were cancelled and converted into the right to receive \$38.00 per share in cash and open short positions held by Goldman Sachs or another wholly-owned subsidiary of GS Group were closed for \$38.00 per share.
- (5) Each of the Reporting Persons disclaims membership in any "group" with any other person and disclaims beneficial ownership of any securities of the Issuer except to the extent of its pecuniary interest therein, if any. 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.

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.