

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

CASELLA WASTE SYSTEMS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

03-0338873

(I.R.S. Employer Identification No.)

25 Greens Hill Lane, Rutland, Vermont
(Address of Principal Executive Offices)

05701
(Zip Code)

2006 Stock Incentive Plan
(Full Title of the Plan)

John W. Casella
Chief Executive Officer
25 Greens Hills Lane
Rutland, Vermont 05701
(Name and Address of Agent For Service)

(802) 775-0325
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, \$.01 par value per share	1,200,000 shares(2)	\$3.65(3)	\$4,380,000(3)	\$244.40

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of an additional 1,200,000 shares issuable under the 2006 Stock Incentive Plan pursuant to the terms of such plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The price per shares and aggregate offering price are calculated on the basis of the average of the high and low prices of the Registrant's Class A Common Stock as reported on the NASDAQ Global Select Market on December 8, 2009.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-141038, filed by the Registrant on March 2, 2007, relating to the Registrant's 2006 Stock Incentive Plan, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Rutland, state of Vermont, on this 10th day of December, 2009.

CASELLA WASTE SYSTEMS, INC.

By: /s/ John W. Casella
John W. Casella
Chairman and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Casella Waste Systems, Inc., hereby severally constitute and appoint John W. Casella and Paul J. Massaro, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Casella Waste Systems, Inc. to comply with the provisions of the Securities Act of 1933, as amended (the "Securities Act"), and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John W. Casella</u> John W. Casella	Chairman and Chief Executive Officer (Principal executive officer)	December 10, 2009
<u>/s/ Paul J. Massaro</u> Paul J. Massaro	Director of Finance (Principal financial and accounting officer)	December 10, 2009
<u>/s/ James W. Bohlig</u> James W. Bohlig	Chief Development Officer, President of Renewables Group and Director	December 10, 2009
<u>/s/ Michael K. Burke</u> Michael K. Burke	Director	December 10, 2009
<u>/s/ James F. Callahan Jr.</u> James F. Callahan Jr.	Director	December 10, 2009
<u>/s/ Douglas R. Casella</u> Douglas R. Casella	Director	December 10, 2009
<u>/s/ John F. Chapple III</u> John F. Chapple III	Director	December 10, 2009
<u>/s/ Joseph G. Doody</u> Joseph G. Doody	Director	December 10, 2009
<u>/s/ James P. McManus</u> James P. McManus	Director	December 10, 2009
<u>/s/ Gregory B. Peters</u> Gregory B. Peters	Director	December 10, 2009

**INDEX TO
EXHIBITS**

Number

Description

4.1	Second Amended and Restated Certificate of Incorporation of the Registrant, as amended (filed with the Securities and Exchange Commission on December 7, 2007 as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 000-23211) and incorporated herein by reference).
4.2	Third Amended and Restated By-Laws of the Registrant (filed with the Securities and Exchange Commission on February 27, 2009 as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 000-23211) and incorporated herein by reference).
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant.
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).
23.2	Consent of Caturano and Company, P.C.
23.3	Consent of PricewaterhouseCoopers LLP.
24.1	Power of attorney (included on the signature pages of this registration statement).
99.1	2006 Stock Incentive Plan, as amended (filed with the Securities and Exchange Commission on October 19, 2009 as Exhibit 99.1 to the Registrant's Current Report on Form 8-K (File No. 000-23211) and incorporated herein by reference).

December 10, 2009

Casella Waste Systems, Inc.
25 Green Hills Lane
Rutland, Vermont 05701

Re: 2006 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 1,200,000 shares of Class A common stock, \$.01 par value per share (the "Shares"), of Casella Waste Systems, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2006 Stock Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Jeffrey A. Hermanson
Jeffrey A. Hermanson, a Partner

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated July 23, 2009 relating to the consolidated financial statements and financial statement schedule as of April 30, 2009 and 2008 and for the three years ended April 30, 2009 and the effectiveness of internal control over financial reporting as of April 30, 2009 of Casella Waste Systems, Inc. and subsidiaries, which appear in Casella Waste Systems, Inc's Annual Report on Form 10-K/A for the year ended April 30, 2009.

/s/ Caturano and Company, P.C.
Boston, MA
December 9, 2009



PricewaterhouseCoopers LLP
214 N Tryon Street
Ste 3600
Charlotte NC 28202
Telephone (704) 344 7500
Facsimile (704) 344 4100

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 (Nos. 333-141038, 333-31022, 333-40267, 333-43537, 333-43539, 333-43541, 333-43543, 333-43635, 333-67487, 333-92735 and 333-100553) and on Form S-3 (Nos. 333-121088, 333-31268, 333-85279, 333-88097, 333-154309 and 333-95841) of Casella Waste Systems, Inc of our report dated February 16, 2009 relating to the financial statements of US GreenFiber, LLC, which appears in Casella Waste Systems, Inc's Annual Report on Form 10-K/A for the year ended April 30, 2009.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Charlotte, NC
December 9, 2009
