

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO
FORM S-4
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)	4953 (Primary Standard Industrial Classification Code Number)	03-0338873 (I.R.S. Employer Identification Number)
--	---	--

25 GREENS HILL LANE,
RUTLAND, VERMONT 05701
(802) 775-0325
(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

JOHN W. CASELLA
PRESIDENT, CHIEF EXECUTIVE OFFICER AND CHAIRMAN
CASELLA WASTE SYSTEMS, INC.
25 GREENS HILL LANE
RUTLAND, VERMONT 05701
(802) 775-0325
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent For Service)

COPIES TO:

JEFFREY A. STEIN, ESQ.
HALE AND DORR LLP
60 STATE STREET
BOSTON, MA 02109
(617) 526-6000

BRIAN HOFFMANN, ESQ.
CADWALADER, WICKERSHAM & TAFT
100 MAIDEN LANE
NEW YORK, NY 10038
(212) 504-6000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As promptly as practicable after this registration statement becomes effective and the effective time of the proposed merger of Rutland Acquisition Sub, Inc., a wholly owned subsidiary of the Registrant, with and into KTI, Inc. as described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. / /

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /_____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / / _____

 THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT OR AMENDMENTS WHICH SPECIFICALLY STATES THAT THE REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL SUCH REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE OR DATES AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SECTION 8(A), MAY DETERMINE.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 2 is to refile Exhibits 23.2 and 99.6.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 2 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 15th day of November, 1999.

CASELLA WASTE SYSTEMS, INC.

By: /s/ JOHN W. CASELLA

 John W. Casella
 PRESIDENT, CHIEF EXECUTIVE OFFICER AND
 CHAIRMAN

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

NAME ----	TITLE -----	DATE ----
/s/ JOHN W. CASELLA ----- John W. Casella	President, Chief Executive Officer and Chairman (Principal Executive Officer)	November 15, 1999
/s/ JAMES W. BOHLIG* ----- James W. Bohlig	Senior Vice President, Chief Operating Officer and Director	November 15, 1999
/s/ JERRY S. CIFOR ----- Jerry S. Cifor	Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)	November 15, 1999
/s/ DOUGLAS R. CASELLA* ----- Douglas R. Casella	Director	November 15, 1999
/s/ JOHN F. CHAPPLE III* ----- John F. Chapple III	Director	November 15, 1999
/s/ GREGORY B. PETERS* ----- Gregory B. Peters	Director	November 15, 1999

*By /s/ JOHN W. CASELLA

John W. Casella, ATTORNEY-IN-FACT

II-6

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" and to the use of our report dated March 30, 1999 (except for the second paragraph of Note 9 as to which the date is August 27, 1999, Note 2 as to which the date is August 30, 1999 and the first paragraph of Note 21 as to which the date is September 23, 1999) with respect to the consolidated financial statements of KTI, Inc., our report dated March 30, 1999 (except for the first paragraph of Note 3 to Schedule I as to which the date is August 27, 1999, Note 2 to Schedule I as to which the date is August 30, 1999 and Note 5 to Schedule I as to which the date is September 23, 1999) with respect to the financial statement schedules of KTI, Inc. and our report dated February 7, 1997 with respect to the financial statements of Penobscot Energy Recovery Company, Limited Partnership each included in the Joint Proxy Statement of Casella Waste Systems, Inc. and KTI, Inc. that is made a part of the Registration Statement (Form S-4) and Prospectus of Casella Waste Systems, Inc. for the registration of 8,599,899 shares of its common stock.

Hackensack, New Jersey
November 10, 1999

/s/ ERNST & YOUNG LLP

CONSENT OF CIBC WORLD MARKETS CORP.

We hereby consent to the use of our letter in its entirety dated September 23, 1999 (the "Letter") to the Board of Directors of KTI, Inc. ("KTI") contained in Annex B-2 to the Joint Proxy Statement/Prospectus constituting a part of the registration statement on Form S-4 relating to the proposed merger of a wholly owned subsidiary of Casella Waste Systems, Inc. with and into KTI and to the references to such Letter in the Joint Proxy Statement/Prospectus. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations adopted by the Securities and Exchange Commission thereunder nor do we admit that we are experts with respect to any part of such Registration Statement within the meaning of the term "experts" as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

November 9, 1999

/s/ CIBC WORLD MARKETS