

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION  
ON JULY 19, 2000

REGISTRATION NO. 333-31268

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
REGISTRATION STATEMENT ON FORM S-3  
UNDER  
THE SECURITIES ACT OF 1933

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CASELLA WASTE SYSTEMS, INC.  
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(Exact name of registrant as specified in its charter)

DELAWARE  
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(State or other Jurisdiction of Incorporation or Organization)

03-0338873  
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(I.R.S. Employer Identification Number)

25 Greens Hill Lane, Rutland, Vermont 05701  
(802) 775-0325  
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(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

John W. Casella  
President and Chief Executive Officer  
Casella Waste Systems, Inc.  
25 Greens Hill Lane  
Rutland, Vermont 05701  
(802) 775-0325  
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(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

With a copy to:  
Jeffrey A. Stein, Esq.  
Hale and Dorr LLP  
60 State Street  
Boston, Massachusetts 02109  
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Approximate date of commencement of proposed sale to the public: N/A

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

#### DEREGISTRATION OF COMMON STOCK

On February 28, 2000, Casella Waste Systems, Inc. (the "Company") filed a Registration Statement on Form S-3, Registration No. 333-31268 (the "Registration Statement"), for the resale of 919,953 shares of Class A Common Stock, \$.01 par value per share (the "Common Stock") of the Company. The Company had issued or committed to issue such shares of Common Stock to certain persons in exchange for their ownership interests in Alternate Energy, Inc. ("AEI") and Rochester Environmental Park, LLC ("REP") pursuant to an Agreement dated as of December 30, 1999, and amended as of February 3, 2000, by and among the Company, AEI, REP and Robert S. Gundersen (the "Agreement"). The Agreement was subsequently amended by an agreement dated as of April 21, 2000 by and among the Company, Robert S. Gundersen and the other persons named on the signature pages thereto (the "April Agreement"). Pursuant to the April Agreement, the Company is no longer required to register the shares originally issued as described above. This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister all of the shares of Common Stock formerly registered for resale under the Registration Statement.

#### 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 the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, Vermont, as of this 19th day of July, 2000.

CASELLA WASTE SYSTEMS, INC.  
(Registrant)

By: /s/ John W. Casella

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John W. Casella  
President, Director and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 has been signed below by the following persons in the capacities indicated on this 19th day of July, 2000.

Name	Title	Date
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/s/ John W. Casella ----- John W. Casella	President, Chief Executive Officer and Director (Principal Executive Officer)	July 19, 2000
* ----- James W. Bohlig	Senior Vice President, Chief Operating Officer and Director	July 19, 2000
* ----- Jerry S. Cifor	Senior Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)	July 19, 2000
* ----- Ross Pirasteh	Chairman of the Board of Directors	July 19, 2000
* ----- Douglas R. Casella	Director	July 19, 2000
* ----- John F. Chapple III	Director	July 19, 2000
* ----- Gregory B. Peters	Director	July 19, 2000
* ----- George J. Mitchell	Director	July 19, 2000
* ----- Wilbur L. Ross, Jr.	Director	July 19, 2000
* ----- Martin J. Sergi	Director	July 19, 2000

\* BY: /s/ John W. Casella

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John W. Casella  
Attorney-in-Fact