

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

FORM 10-K/A-2

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended April 30, 1998

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 000-23211

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

Delaware 03-0338873

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

25 Greens Hill Lane, Rutland, VT 05701

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (802) 775-0325

Securities registered pursuant to Section 12(b) of the Act: None.

Securities registered pursuant to Section 12(g) of the Act:

Class A common stock, \$.01 per share par value

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

The aggregate value of the voting stock held by non-affiliates of the registrant, based on the last sale price of the registrant's Class A Common Stock at the close of business on December 11, 1998 was \$326,701,304.

There were 13,871,143 shares of Class A Common Stock, \$.01 per share par value, of the registrant outstanding as of December 11, 1998. There were 988,200 shares of Class B Common Stock of the registrant outstanding as of December 11, 1998.

This Report on Form 10-K/A filed with the Securities and Exchange Commission by Casella Waste Systems, Inc. is being filed to include Exhibit 23.2, Consent of Independent Public Accountants.

PART III

Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K

Item 14(a) (3) Exhibits:

The following Exhibit is filed as part of this report under Item 14(c):

Exhibit No. -----	Description -----
23.2	Consent of Independent Public Accountants

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment to the Report to be signed on its behalf by the undersigned, thereunto duly authorized.

CASELLA WASTE SYSTEMS, INC.

By: /s/ John W. Casella

John W. Casella
President, Chief Executive Officer
and Chairman of the Board of Directors

Date: December 18, 1998

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation of our report included in this Form 10-K, into the Company's previously filed Registration Statements on Form S-8:

File No. 333-43539 pertaining to the 1993 Incentive Stock Option Plan of Casella Waste Systems, Inc., File No. 333-43537 pertaining to the 1994 Nonstatutory Stock Option Plan of Casella Waste Systems, Inc., File No. 333-43541 pertaining to the 1996 Stock Option Plan of Casella Waste Systems, Inc., File No. 333-43635 pertaining to the 1997 Stock Incentive Plan of Casella Waste Systems, Inc., File No. 333-40267 pertaining to the 1997 Employee Stock Purchase Plan of Casella Waste Systems, Inc. and File No. 333-43543 pertaining to the 1997 Non-Employee Director Stock Option Plan of Casella Waste Systems, Inc.

/s/ Arthur Andersen LLP

Arthur Andersen LLP

Boston, Massachusetts
June 12, 1998