

BERTHIAUME DOUGLAS A
 Form 5
 February 13, 2007

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BERTHIAUME DOUGLAS A

 (Last) (First) (Middle)

34 MAPLE STREET

 (Street)

MILFORD, MA 01757-3696

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WATERS CORP /DE/ [WAT]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN & CEO

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D) Price			
Common Stock	Â	Â	Â	Â	Â	2,384,337	D	Â
Common Stock	Â	Â	Â	Â	Â	34,724.51	I	BY 401K PLAN
Common Stock	Â	Â	Â	Â	Â	25,252	I	BY FAMILY TRUST
Common Stock	07/28/2006	Â	G ⁽¹⁾	197,972.85 ⁽¹⁾	D \$ 0	362,859.14 ⁽²⁾	I	By limited partnership

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- Upon termination of The Douglas Berthiaume Qualified Annuity Trust-2003 (the "QAT"), a trust for which the Reporting Person is the trustee, the QAT distributed a 23.26186% limited partnership interest in The Douglas and Diana M. Berthiaume Family Limited Partnership (the "FLP"), a limited partnership that owns 851,062 shares of the Issuer's Common Stock, to a beneficiary not attributable to the Reporting Person.
- (1)

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