

GLIMEHER LAURIE H
Form 4
May 17, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GLIMEHER LAURIE H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
34 MAPLE STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

MILFORD, MA 01757

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/13/2011	05/13/2011	M		800	A	\$ 33.12	5,800	D
Common Stock	05/13/2011	05/13/2011	M		2,100	A	\$ 76.75	7,900	D
Common Stock	05/13/2011	05/13/2011	M		4,000	A	\$ 45.77	11,900	D
Common Stock	05/13/2011	05/13/2011	S		800	D	\$ 99.01	11,100	D
Common Stock	05/13/2011	05/13/2011	S		2,100	D	\$ 99	9,000	D
	05/13/2011	05/13/2011	S		4,000	D		5,000	D

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Common Stock \$ 99.006

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 33.12	05/13/2011	05/13/2011	M	800	01/02/2005 01/02/2014	Common Stock 800
Stock Option (Right to Buy)	\$ 76.75	05/13/2011	05/13/2011	M	2,100	01/02/2009 ⁽¹⁾ 01/02/2018	Common Stock 2,100
Stock Option (Right to Buy)	\$ 45.77	05/13/2011	05/13/2011	M	4,000	01/03/2006 01/03/2015	Common Stock 4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLIMEHER LAURIE H 34 MAPLE STREET MILFORD, MA 01757	X			

Signatures

/s/ Dr. Laurie H.
Glimcher

05/17/2011

__Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These options vest 20% per annum for a 5 year period beginning on January 2, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.