

WATERS CORP /DE/
Form 4
February 06, 2015

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 *
BEAUDOUIN MARK T

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

MILFORD, MA 01757

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2015

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)
VP and General Counsel

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/05/2015	02/05/2015	M	5,000 A	\$ 79.15 14,129	D	
Common Stock	02/05/2015	02/05/2015	M	5,000 A	\$ 87.06 19,129	D	
Common Stock	02/05/2015	02/05/2015	M	2,500 A	\$ 98.21 21,629	D	
Common Stock	02/05/2015	02/05/2015	M	4,000 A	\$ 59.44 25,629	D	
Common Stock	02/05/2015	02/05/2015	M	5,000 A	\$ 79.05 30,629	D	

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Common Stock	02/05/2015	02/05/2015	S	21,500	D	\$ 120.75	9,129	D	
Common Stock							1,281.76	I	401K
Common Stock							4,673.0305	I	By Espp
Common Stock							975	I	By Rollover Ira

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 79.15	02/05/2015	02/05/2015	M	5,000	12/07/2012 12/07/2021	Common Stock	5,000
Stock Option (Right to Buy)	\$ 87.06	02/05/2015	02/05/2015	M	5,000	12/11/2013 12/11/2022	Common Stock	5,000
Stock Option (Right to Buy)	\$ 98.21	02/05/2015	02/05/2015	M	2,500	12/06/2014 12/06/2023	Common Stock	2,500
Stock Option (Right to Buy)	\$ 59.44	02/05/2015	02/05/2015	M	4,000	12/09/2010 12/09/2019	Common Stock	4,000

Stock Option (Right to Buy)	\$ 79.05	02/05/2015	02/05/2015	M	5,000	12/09/2011	12/09/2020	Common Stock	5,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEAUDOUIN MARK T 34 MAPLE STREET MILFORD, MA 01757			VP and General Counsel	

Signatures

/s/ Mark Beaudouin	02/06/2015
**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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