

BERENDT MICHAEL J  
Form 4  
January 03, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
BERENDT MICHAEL J

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)  
01/02/2018

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 Indirect Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |  |   |
| Common Stock                    | 01/02/2018 <sup>(1)</sup>            | 01/02/2018   | M                              |   | 3,500   | A \$ 76.75   | 26,849                                     | D |
| Common Stock                    | 01/02/2018 <sup>(2)</sup>            | 01/02/2018   | S                              |   | 3,500   | D \$ 194.58  | 23,349                                     | D |
| Common Stock                    | 01/02/2018                           |  | A                              |   | 562 <sup>(3)</sup>  | A \$ 0   | 23,911                                     | D |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 76.75   | 01/02/2018 <sup>(1)</sup>            | 01/02/2018   | M                              | 3,500   | 01/02/2009 01/02/2018                                    | Common Stock  | 3,500                      |
| Stock Option (Right to Buy)                | \$ 195.69  | 01/02/2018                           |  | A                              | 2,692   | 01/02/2019 <sup>(4)</sup> 01/02/2028                     | Common Stock  | 2,692                      |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BERENDT MICHAEL J<br>34 MAPLE STREET<br>MILFORD, MA 01757 | X             |           |         |       |

## Signatures

/s/ Michael J Berendt 01/03/2018

\*\*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) Acquisition of common stock was made under a sale plan established pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Sale of common stock was made under a sale plan established pursuant to the requirements of Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended.
- (3) Grant of shares of common stock subject to restrictions that lapse January 2, 2019.
- (4) Options fully vest on January 2, 2019.

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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