

CURRY WILLIAM

Form 4

December 08, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CURRY WILLIAM

(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)
12/06/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, CORP CONT & PRIN ACCT OFF

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/06/2011	12/06/2011	M		4,000	A	\$ 21.3899	4,000	D
Common Stock	12/06/2011	12/06/2011	M		3,600	A	\$ 59.44	7,600	D
Common Stock	12/06/2011	12/06/2011	M		6,000	A	\$ 41.2	13,600	D
Common Stock	12/06/2011	12/06/2011	M		10,400	A	\$ 49.31	24,000	D
Common Stock	12/06/2011	12/06/2011	M		15,000	A	\$ 32.12	39,000	D

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Common Stock	12/06/2011	12/06/2011	S	33,000	D	\$ 80	6,000	D	
Common Stock	12/06/2011	12/06/2011	S	6,000	D	\$ 80.01	0	D	
Common Stock							956.89	I	401k
Common Stock							439.119	I	By Espp
Common Stock							160	I	By Ira

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

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(9-02)

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)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Underlying Securities
Stock Option (Right to Buy)	\$ 21.39	12/06/2011	12/06/2011	M	4,000	12/30/2003 12/30/2012	Common Stock				4
Stock Option (Right to Buy)	\$ 59.44	12/06/2011	12/06/2011	M	3,600	12/09/2010 12/09/2019	Common Stock				3
Stock Option (Right to Buy)	\$ 41.2	12/06/2011	12/06/2011	M	6,000	12/10/2009 12/10/2018	Common Stock				6
Stock Option (Right to Buy)	\$ 49.31	12/06/2011	12/06/2011	M	10,400	12/13/2007 12/13/2016	Common Stock				1
	\$ 32.12	12/06/2011	12/06/2011	M	15,000	12/11/2004 12/11/2013					1

Stock
Option
(Right to
Buy)

Common
Stock

Stock
Option
(Right to
Buy)

\$ 79.15

12/07/2011

A

20,000

12/07/2012⁽¹⁾

12/07/2021

Common
Stock

2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CURRY WILLIAM 34 MAPLE STREET MILFORD, MA 01757			VP, CORP CONT & PRIN ACCT OFF	

Signatures

/s/ William J
Curry
12/08/2011

 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 December 7, 2012.
- 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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