

WATERS CORP /DE/
Form 4
August 07, 2008

FORM 4

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

OMB APPROVAL

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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 *
Rae Elizabeth B

(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)
08/06/2008

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)
Corporate VP of HR

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/06/2008	08/06/2008	M		3,000 A \$ 36.25	3,900	D
Common Stock	08/06/2008	08/06/2008	M		3,000 A \$ 32.12	6,900	D
Common Stock	08/06/2008	08/06/2008	M		2,400 A \$ 21.3899	9,300	D
Common Stock	08/06/2008	08/06/2008	S		3,000 D \$ 67.41	6,300	D
Common Stock	08/06/2008	08/06/2008	S		3,000 D \$ 67.41	3,300	D

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Common Stock	08/06/2008	08/06/2008	S	2,400	D	\$ 67.41	900	D	
Common Stock							275	I	By Espp
Common Stock							2,338.47	I	By 401k

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 (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)	\$ 36.25	08/06/2008	08/06/2008	M	3,000	12/12/2002 12/12/2011	Common Stock	3,000
Stock Option (Right to Buy)	\$ 32.12	08/06/2008	08/06/2008	M	3,000	12/11/2004 12/11/2013	Common Stock	3,000
Stock Option (Right to Buy)	\$ 21.39	08/06/2008	08/06/2008	M	2,400	12/30/2003 12/30/2012	Common Stock	2,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				Corporate VP of HR

Rae Elizabeth B
34 MAPLE STREET
MILFORD, MA 01757

Signatures

/s/ Elizabeth B.
Rae

08/07/2008

**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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