Edgar Filing: CONARD EDWARD - Form 4

CONARD EI	OWARD									
Form 4										
October 03, 2	011									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							PPROVAL			
	CURINE 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287		
Check this if no long							Expires:	January 31,		
subject to	STATEM	ENT OF CHA			CIAL OW	NERSHIP OF	Estimated	2005 average		
Section 16		N MATTER STATES						burden hours per		
Form 4 or Form 5								0.5		
obligation	~ ^				-	ge Act of 1934,				
may conti	nue. Section 17(a		•	.		f 1935 or Sectio	n			
See Instru 1(b).	ction	50(II) of the	Investment	Company	ACI 01 19	40				
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> CONARD EDWARD			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
		WAT	TERS CORP	/DE/ [W	AT]		1 11 11 11	`		
(Last)	(First) (M	liddle) 3. Dat	e of Earliest Tr	ansaction		(Cne	ck all applicable	e)		
			(Month/Day/Year)			X_ Director10% Owner				
34 MAPLE S	STREET	09/30)/2011			Officer (give below)	e titleOth below)	er (specify		
(Street)			mendment, Da	te Original		6. Individual or Joint/Group Filing(Check				
			Month/Day/Year)		Applicable Line)				
MILFORD,	MA 01757					_X_ Form filed by Form filed by I Person	More than One Reporting Po			
(City)	(State) ((Zip) T	abla I - Non-D	orivativo S	ocurities A c	quired, Disposed o	f or Bonoficia	lly Owned		
1 77:41 6								-		
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. if Transaction	 Securit onAcquired 		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Ye	ar) (Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership		
						Following Reported	(Instr. 4)	(Instr. 4)		
					(A)	Transaction(s)				
			Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Common						25.000	D			
Stock						25,000	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and 4	Securities	8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	09/30/2011		А	204.7	09/30/2011	(2)	Common Stock	204.7	-

Reporting Owners

Reporting Owner Name / Addre	Relationships						
1 0	Director	10% Owner	Officer	Other			
CONARD EDWARD 34 MAPLE STREET MILFORD, MA 01757	Х						
Signatures /s/ Edward Conard	10/03/2011						

**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) Phantom stock units are convertible into common stock shares on a one to one ratio.
- (2) UPON RESIGNATION AS DIRECTOR.

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.