Edgar Filing: BEKENSTEIN JOSHUA - Form 4

BEKENSTEI	N JOSHUA									
Form 4										
January 04, 2	012									
FORM	4								PPROVAL	
	UNITEDS	TATES SECUR Was	ITIES Al hington,]			NGE (COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or		NGES IN BENEFICIAL OWNER SECURITIES					Expires: January 3 20 Estimated average burden hours per response 0			
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a)	uant to Section 16) of the Public Ut: 30(h) of the Inv	ility Hold	ing Com	pany	Act o	f 1935 or Sectio	n		
(Print or Type R	esponses)									
BEKENSTEIN JOSHUA Syr			2. Issuer Name and Ticker or Trading Symbol WATERS CORP /DE/ [WAT]				5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)			
(Last) 34 MAPLE S	(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2011				X Director Officer (give below)	tive title Other (specify below)			
			. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MILFORD,	MA 01757							More than One R		
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date,		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	01/03/2012		Code V A	Amount 1,500 (2)	or (D) A	Price \$ 0	(Instr. 3 and 4)	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)

Edgar Filing: BEKENSTEIN JOSHUA - Form 4

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 of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year) f		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Phantom Stock Units	<u>(1)</u>	12/31/2011		А	241.36	12/31/2011	(4)	Common Stock	241.3
Stock Option (Right to Buy)	\$ 75.94	01/03/2012		A	4,000	01/03/2013(3)	01/03/2022	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Add	ress	Relationships s						
	Director	10% Owner	Officer	Other				
BEKENSTEIN JOSHUA								
34 MAPLE STREET	Х							
MILFORD, MA 01757								
Signatures								
/s/ Joshua								
Bekenstein	01/04/2012							
<u>**</u> Signature of	Date							

<u>**</u>Signature of Reporting Person

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) Grant of shares of common stock subject to restrictions that lapse January 28, 2015.
- (3) Options vest 20% per annum for a 5 year period commencing on 1/3/2013.
- (4) 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.