

WATERS CORP /DE/
Form 4
October 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
BEAUDOUIN MARK T

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

34 MAPLE STREET

VP and General Counsel

(Street)

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

MILFORD, MA 01757

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/28/2013	10/28/2013	M		8,200	A	\$ 59.44
Common Stock	10/28/2013	10/28/2013	S		8,200	D	\$ 102
Common Stock	10/28/2013	10/28/2013	M		13,083	A	\$ 41.2
Common Stock	10/28/2013	10/28/2013	S		13,083	D	\$ 102.01
Common Stock	10/28/2013	10/28/2013	M		11,414	A	\$ 77.94

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Common Stock	10/28/2013	10/28/2013	S	11,414	D	\$ 102.01	0	D	
Common Stock							1,163.9	I	401K
Common Stock							4,415.6899	I	By Espg
Common Stock							975	I	By Rollover 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 59.44	10/28/2013	10/28/2013	M	8,200	12/09/2010 12/09/2019	Common Stock	8,200	
Stock Option (Right to Buy)	\$ 41.2	10/28/2013	10/28/2013	M	13,083	12/10/2009 12/10/2018	Common Stock	13,083	
Stock Option (Right to Buy)	\$ 77.94	10/28/2013	10/28/2013	M	11,414	12/11/2008 12/11/2017	Common Stock	11,414	

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

BEAUDOUIN MARK T
34 MAPLE STREET
MILFORD, MA 01757

VP and General Counsel

Signatures

/s/ Mark
Beaudouin 10/29/2013
 **Signature of Date
 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).

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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