

WATERS CORP /DE/
Form 4
February 18, 2014

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 *
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)
02/14/2014

____ 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	02/14/2014	02/14/2014	M		20,000 A \$ 79.15	30,080	D
Common Stock	02/14/2014	02/14/2014	S		20,000 D \$ 112.58	10,080	D
Common Stock	02/14/2014	02/14/2014	M		30,000 A \$ 79.05	40,080	D
Common Stock	02/14/2014	02/14/2014	S		30,000 D \$ 112.58	10,080	D
Common Stock	02/14/2014	02/14/2014	M		8,000 A \$ 59.44	18,080	D

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Common Stock	02/14/2014	02/14/2014	S	8,000	D	\$ 112.58	10,080	D	
Common Stock	02/14/2014	02/14/2014	M	8,000	A	\$ 41.2	18,080	D	
Common Stock	02/14/2014	02/14/2014	S	8,000	D	\$ 112.58	10,080	D	
Common Stock							1,200.19	I	401K
Common Stock							4,432.0283	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.

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.

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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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 79.15	02/14/2014	02/14/2014	M	20,000	12/07/2012 12/07/2021	Common Stock	20,000	
Stock Option (Right to Buy)	\$ 79.05	02/14/2014	02/14/2014	M	30,000	12/09/2011 12/09/2020	Common Stock	30,000	
Stock Option (Right to Buy)	\$ 59.44	02/14/2014	02/14/2014	M	8,000	12/09/2010 12/09/2019	Common Stock	8,000	

