

WATERS CORP /DE/
Form 3
February 11, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Harrington Michael C | | (Month/Day/Year) | WATERS CORP /DE/ [WAT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/10/2016 | | |
| 34 MAPLE STREET | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) (specify below) | |
| | | | Sr VP, Global Markets | |
| MILFORD,Â MAÂ 01757 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7,187 | D ⁽¹⁾ | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------|--------------|--------|-----------|-------------------|---|
| Stock Option (Right to Buy) | 12/11/2008 ⁽²⁾ | 12/11/2017 | Common Stock | 12,000 | \$ 77.94 | D | Â |
| Stock Option (Right to Buy) | 12/09/2011 ⁽³⁾ | 12/09/2020 | Common Stock | 28,000 | \$ 79.05 | D | Â |
| Stock Option (Right to Buy) | 12/07/2012 ⁽⁴⁾ | 12/07/2021 | Common Stock | 24,000 | \$ 79.15 | D | Â |
| Stock Option (Right to Buy) | 12/11/2013 ⁽⁵⁾ | 12/11/2022 | Common Stock | 30,000 | \$ 87.06 | D | Â |
| Stock Option (Right to Buy) | 12/06/2014 ⁽⁶⁾ | 12/06/2023 | Common Stock | 20,000 | \$ 98.21 | D | Â |
| Stock Option (Right to Buy) | 12/11/2015 ⁽⁷⁾ | 12/11/2024 | Common Stock | 28,000 | \$ 113.36 | D | Â |
| Stock Option (Right to Buy) | 12/09/2016 ⁽⁸⁾ | 12/09/2025 | Common Stock | 26,269 | \$ 128.93 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harrington Michael C 34 MAPLE STREET MILFORD, MA 01757 | Â | Â | Â Sr VP, Global Markets | Â |

Signatures

/s/ Michael C
Harrington

02/11/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 10,182 Restricted Stock Units vest 20% per annum for a 5 year period beginning on December 6, 2014. A total of 1,919 shares of common stock representing taxes were withheld at vesting dates December 6, 2014 and December 6, 2015.
 - (2) The grant of 20,000 options vested 20% per annum for a 5 year period beginning on December 11, 2008.
 - (3) These options vest 20% per annum for a 5 year period beginning on December 9, 2011.
 - (4) The grant of 30,000 options vest 20% per annum for a 5 year period beginning on December 7, 2012.
 - (5) These options vest 20% per annum for a 5 year period beginning on December 11, 2013.
 - (6) These options vest 20% per annum for a 5 year period beginning on December 6, 2014.
 - (7) These options vest 20% per annum for a 5 year period beginning on December 11, 2015.
 - (8) These options vest 20% per annum for a 5 year period beginning on December 9, 2016.

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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