WATERS CORP /DE/

Form 4

December 13, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** King Ian | | | 2. Issuer Name and Ticker or Trading Symbol WATERS CORP /DE/ [WAT] | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|---------|----------|---|---|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| 34 MAPLE STREET | | | (Month/Day/Year) 12/09/2016 | Director 10% Owner _X Officer (give title Other (special below) Sr VP, Instrument Technology | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | |

MILFORD, MA 01757

(State)

(Zip)

(City)

| (- 3) | (******) | 1 abie | : 1 - Non-De | erivative Securities Ac | quirea, Disposea | oi, or Beneficia | lly Ownea |
|------------|---------------------|--------------------|----------------------------|-------------------------|------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | TransactionAcquired (A) or | | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed of (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership |
| | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | (A) | Reported | | |
| | | | | (A) | Transaction(s) | | |
| | | | C-1- V | 0f | (Instr. 3 and 4) | | |
| | | | Code V | Amount (D) Price | | | |
| Common | | | | | 4,080 | D | |
| Stock | | | | | 1,000 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

stive Committee Acquired Disposed of a

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. Transactio Code (Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab Expiration Date (Month/Day/Year | | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|---|---|--|--|---|--------------------|---|------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Stock Option (Right to Buy) | \$ 139.51 | 12/09/2016 | | A | 18,787 | 12/09/2017(1) | 12/09/2026 | Common Stock | 18,78 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| reporting owner runner runners | |

Director 10% Owner Officer Other

King Ian

34 MAPLE STREET Sr VP, Instrument Technology

MILFORD, MA 01757

Signatures

/s/ Ian King 12/13/2016

**Signature of 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) These options vest 20% per annum for a 5 year period beginning on December 9, 2017.

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.

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