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WATERS CORE	P/DE/						
Form 4							
December 13, 20						PPROVAL	
FORM 4	LINITED ST	UNITED STATES SECURITIES AND EXCHANGE COMMISSION					
			hington, D.C. 20549	COMMISSION	OMB Number:	3235-0287	
Check this bo if no longer subject to Section 16. Form 4 or Form 5	STATEME	Expires: January 31, 2005 Estimated average burden hours per response 0.5					
Form 5 obligations may continue. See Instruction 1(b). 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 Respo	onses)						
Rae Elizabeth B Syn			Name and Ticker or Trading RS CORP /DE/ [WAT]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mide	dle) 3. Date of	Earliest Transaction	(Chec.	k all applicable	e)	
34 MAPLE STR		(Month/D 12/09/20	ay/Year)	Director 10% Owner X Officer (give title Other (specify below) below) SVP, Global HR			
Filed(Mont			Month/Day/Year) Applicable Lin _X_ Form file		y One Reporting Person More than One Reporting		
MILFORD, MA	A 01737			Person			
(City)	(State) (Zip	p) Table	e I - Non-Derivative Securities Ac	quired, Disposed of	, or Beneficia	lly Owned	
	8	Execution Date, if any	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock			Code V Amount (D) Price		D		
Common Stock				3,894.58	I	By 401k	
Common Stock				2,717.9203	I	By Espp	

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

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number.

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 4	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		А	18,787	12/09/2017 <u>(1)</u>	12/09/2026	Common Stock	18,78′

Reporting Owners

Reporting Owner Name / Addre	55	Relationships				
	Director	10% Owner	Officer	Other		
Rae Elizabeth B 34 MAPLE STREET MILFORD, MA 01757			SVP, Global HR			
Signatures						
/s/ Elizabeth B. Rae	12/13/2016					

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