

WATERS CORP /DE/
Form 4
October 28, 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

(Last) (First) (Middle)
34 MAPLE STREET
(Street)

MILFORD, MA 01757

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WATERS CORP /DE/ [WAT]

3. Date of Earliest Transaction
(Month/Day/Year)
10/25/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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)
				(A) or (D)	Price		
Common Stock	10/25/2013	10/25/2013	M	15,800 A	\$ 59.44 15,800	D	
Common Stock	10/25/2013	10/25/2013	S	15,800 D	\$ 102 0	D	
Common Stock	10/25/2013	10/25/2013	M	18,917 A	\$ 41.2 18,917	D	
Common Stock	10/25/2013	10/25/2013	S	18,917 D	\$ 102 0	D	
Common Stock	10/25/2013	10/25/2013	M	22,586 A	\$ 77.94 22,586	D	

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Common Stock	10/25/2013	10/25/2013	S	22,586	D	\$ 102	0	D	
Common Stock	10/25/2013	10/25/2013	M	40,000	A	\$ 49.31	40,000	D	
Common Stock	10/25/2013	10/25/2013	S	40,000	D	\$ 102.01	0	D	
Common Stock							1,163.9	I	401K
Common Stock							4,415.6899	I	By Espp
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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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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 59.44	10/25/2013	10/25/2013	M	15,800	12/09/2010	12/09/2019	Common Stock	15,800
Stock Option (Right to Buy)	\$ 41.2	10/25/2013	10/25/2013	M	18,917	12/10/2009	12/10/2018	Common Stock	18,917
Stock Option (Right to Buy)	\$ 77.94	10/25/2013	10/25/2013	M	22,586	12/11/2008	12/11/2017	Common Stock	22,586

Stock Option (Right to Buy)	\$ 49.31	10/25/2013	10/25/2013	M	40,000	12/13/2007	12/13/2016	Common Stock	40,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEAUDOUIN MARK T 34 MAPLE STREET MILFORD, MA 01757			VP and General Counsel	

Signatures

/s/ Mark
Beaudouin 10/28/2013

__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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