

WATERS CORP /DE/

Form 3

February 11, 2016

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

Â Kelly Terrence P

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/10/2016

3. Issuer Name **and** Ticker or Trading Symbol
WATERS CORP /DE/ [WAT]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

34 MAPLE STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

President, TA Instruments

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

MILFORD,Â MAÂ 01757

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

8,204

D (1)

Â

Common Stock

160.6387

I

by ESPP

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

SEC 1473 (7-02)

**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.****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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	12/09/2011 ⁽²⁾	12/09/2020	Common Stock	6,400	\$ 79.05	D	Â
Stock Option (Right to Buy)	12/07/2012 ⁽³⁾	12/07/2021	Common Stock	12,800	\$ 79.15	D	Â
Stock Option (Right to Buy)	12/11/2013 ⁽⁴⁾	12/11/2022	Common Stock	19,200	\$ 87.06	D	Â
Stock Option (Right to Buy)	12/06/2014 ⁽⁵⁾	12/06/2023	Common Stock	16,000	\$ 98.21	D	Â
Stock Option (Right to Buy)	12/11/2015 ⁽⁶⁾	12/11/2024	Common Stock	27,000	\$ 113.36	D	Â
Stock Option (Right to Buy)	12/09/2016 ⁽⁷⁾	12/09/2025	Common Stock	25,330	\$ 128.93	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Terrence P 34 MAPLE STREET MILFORD,Â MAÂ 01757	Â	Â	Â President, TA Instruments	Â

Signatures

/s/ Terrence P
Kelly

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 December 6, 2014. A total of 1,978 shares of common stock representing taxes were withheld at vesting dates December 6, 2014 and December 6, 2015.
- (2) The grant of 32,000 options vested 20% per annum for a 5 year period beginning on December 9, 2011.
- (3) The grant of 32,000 options vest 20% per annum for a 5 year period beginning on December 7, 2012.
- (4) The grant of 32,000 options vest 20% per annum for a 5 year period beginning on December 11, 2013.
- (5) The grant of 20,000 options vest 20% per annum for a 5 year period beginning on December 6, 2014.
- (6) These options vest 20% per annum for a 5 year period beginning on December 11, 2015.
- (7) 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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