CAPUTO ARTHUR G
Form 4
April 03, 2003

FORM 4

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

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, S

17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h)

Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

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(Print or Type Responses)

1. Name and Address of Reporting Person*

Caputo Arthur

2. Issuer Name **and** Ticker or Trading Symbol

Waters Corp.
WAT

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____
Director

____
10% Owner

_X_
Officer (give title below)

____
Other (specify below)

EVP and President , Waters Div

(Last)

(First)

(Middle)

34 Maple Street

3. I.R.S. Identification
Number of Reporting
Person, if an entity
(voluntary)

4. Statement for Month/Day/Year

04/01/03

(Street)

MIlford
MA
01757

5. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing
(Check Applicable Line)

_ X _
Form filed by One Reporting Person

____
Form filed by More than One Reporting Person

(City)
(State)
(Zip)

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
Indirect
Beneficial
Ownership

(Instr. 4)

Code
V
Amount
(A) or (D)
Price

Common Stock
04/01/03 1.
04/01/03
M

150,000
A
$4.07

D

Common Stock
04/01/03 2.
04/01/03
S

150,000
D
$21.1659
479,604
D

Common Stock

102,386.863
I
by 401K Plan

Common Stock

1,840
I 3.
by Daughters

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 Exerciseable and Expiration Date

(Month/Day/Year)

7.
Title and Amount of Underlying Securities

(Instr. 3 and 4)

8.
Price of Derivative Security

(Instr. 5)

9.
Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)

10.
Ownership Form of Derivative Securities: Direct (D) or Indirect (I)

(Instr. 4)

11.
Nature of Indirect Beneficial Ownership

(Instr. 4)

Code
V
(A)
(D)
Date Exercisable
Expiration Date
Title
Amount or Number of Shares

Stock Option (Right to Buy)
$4.07
04/01/03 2.
04/01/03
M

150,000
8/18/95
8/18/04
Common Stock
150,000

371,824
D

Explanation of Responses:

1. Acquisition of Common Stock was made under a sale plan established pur

2. Disposition of Common Stock was made under a sale plan established pursuant to the requiremen

3. The reporting person disclaims beneficial ownership of these securities, and this report shall

/s/ Arthur Caputo

04/01/03

**Signature of Reporting Person

Date

Reminder:

Report on a separate line for each class of securities beneficially owned directly or

*

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, on of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure

Additional Comments: