

BEKENSTEIN JOSHUA
Form 4
March 10, 2003

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

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

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(Print or Type Responses)

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1. Name and Address of Reporting Person*

Bekenstein Joshua

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

Waters Corp.
WAT

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X

Director

10% Owner

Officer (give title below)

Other (specify below)

(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

03/05/03

(Street)

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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

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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

4,000
D

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)

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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)

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

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(Instr. 4)

Code

V

(A)

(D)

Date Exercisable

Expiration Date

Title

Amount or Number of Shares

Phantom Stock Units

1.

03/05/03

03/05/03

A

288.25

03/05/03

2.

Common Stock

288.25

288.25

D

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Explanation of Responses:

1. COMMON STOCK UNITS ARE CONVERTIBLE INTO COMMON STOCK SHARES ON A ONE T
2. UPON RESIGNATION AS DIRECTOR

/S/ JOSHUA BEKENSTEIN

03/05/03

**Signature of Reporting Person

Date

Reminder:

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

Additional Comments: