

WATERS CORP /DE/  
Form 4  
November 03, 2010

**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)  
11/02/2010

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	11/02/2010		M		10,000	A	\$ 21.0499	10,000	D	
Common Stock	11/02/2010		M		30,000	A	\$ 32.12	40,000	D	
Common Stock	11/02/2010		M		20,000	A	\$ 38.99	60,000	D	
Common Stock	11/02/2010		S		10,000	D	\$ 75.5837	50,000	D	
Common Stock	11/02/2010		S		30,000	D	\$ 75.5027	20,000	D	

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Common Stock	11/02/2010	S	20,000	D	\$ 75.5	0	D	
Common Stock						784.3	I	401K
Common Stock						3,465.13	I	By Esp
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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(9-02)

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21.05	11/02/2010		M	10,000	04/01/2004 04/01/2013	Common Stock 10,000
Stock Option (Right to Buy)	\$ 32.12	11/02/2010		M	30,000	12/11/2004 12/11/2013	Common Stock 30,000
Stock Option (Right to Buy)	\$ 38.99	11/02/2010		M	20,000	12/02/2006 12/02/2015	Common Stock 20,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer    Other

BEAUDOUIN MARK T  
34 MAPLE STREET  
MILFORD, MA 01757

VP and General Counsel

## Signatures

/s/ Mark  
Beaudouin                      11/03/2010  
    \*\*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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