

CURRY WILLIAM
Form 4
December 08, 2011

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 *
CURRY WILLIAM

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2011

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
VP, CORP CONT & PRIN ACCT OFF

MILFORD, MA 01757

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Common Stock	12/06/2011	12/06/2011	M			4,000	\$ 21.3899	4,000	D	
Common Stock	12/06/2011	12/06/2011	M			3,600	\$ 59.44	7,600	D	
Common Stock	12/06/2011	12/06/2011	M			6,000	\$ 41.2	13,600	D	
Common Stock	12/06/2011	12/06/2011	M			10,400	\$ 49.31	24,000	D	
Common Stock	12/06/2011	12/06/2011	M			15,000	\$ 32.12	39,000	D	

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Common Stock	12/06/2011	12/06/2011	S	33,000	D	\$ 80	6,000	D	
Common Stock	12/06/2011	12/06/2011	S	6,000	D	\$ 80.01	0	D	
Common Stock							956.89	I	401k
Common Stock							439.119	I	By Espp
Common Stock							160	I	By 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 Security (Instr. 3 and 4)	8. An or Nu of
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 21.39	12/06/2011	12/06/2011	M	4,000	12/30/2003 12/30/2012	Common Stock	4
Stock Option (Right to Buy)	\$ 59.44	12/06/2011	12/06/2011	M	3,600	12/09/2010 12/09/2019	Common Stock	3
Stock Option (Right to Buy)	\$ 41.2	12/06/2011	12/06/2011	M	6,000	12/10/2009 12/10/2018	Common Stock	6
Stock Option (Right to Buy)	\$ 49.31	12/06/2011	12/06/2011	M	10,400	12/13/2007 12/13/2016	Common Stock	10
	\$ 32.12	12/06/2011	12/06/2011	M	15,000	12/11/2004 12/11/2013		15

Stock Option (Right to Buy)								Common Stock
Stock Option (Right to Buy)	\$ 79.15	12/07/2011	A	20,000	12/07/2012 ⁽¹⁾	12/07/2021		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CURRY WILLIAM 34 MAPLE STREET MILFORD, MA 01757			VP, CORP CONT & PRIN ACCT OFF	

Signatures

/s/ William J
Curry

12/08/2011

**Signature of
Reporting Person

Date

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).
- (1) These options vest 20% per annum for a 5 year period beginning on December 7, 2012.

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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