

WATERS CORP /DE/

Form 4

February 06, 2017

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.
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

OMB APPROVAL

OMB
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(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)
02/03/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/03/2017	02/03/2017	M		10,000	A	\$ 87.06	16,698	D
Common Stock	02/03/2017	02/03/2017	S		10,000	D	\$ 145.55	6,698	D
Common Stock	02/03/2017	02/03/2017	M		10,000	A	\$ 98.21	16,698	D
Common Stock	02/03/2017	02/03/2017	S		10,000	D	\$ 145.51	6,698	D
Common Stock	02/03/2017	02/03/2017	M		16,000	A	\$ 113.36	22,698	D

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Common Stock	02/03/2017	02/03/2017	S	16,000	D	\$ 145.78	6,698	D	
Common Stock	02/03/2017	02/03/2017	M	10,000	A	\$ 79.15	16,698	D	
Common Stock	02/03/2017	02/03/2017	S	10,000	D	\$ 145.5	6,698	D	
Common Stock							1,471.92	I	401K
Common Stock							2,790.7491	I	By Espp

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 87.06	02/03/2017	02/03/2017	M	10,000	12/11/2013	12/11/2022	Common Stock	10,000
Stock Option (Right to Buy)	\$ 98.21	02/03/2017	02/03/2017	M	10,000	12/06/2014	12/06/2023	Common Stock	10,000
Stock Option (Right to Buy)	\$ 113.36	02/03/2017	02/03/2017	M	16,000	12/11/2015	12/11/2024	Common Stock	16,000
Stock Option (Right to Buy)	\$ 79.15	02/03/2017	02/03/2017	M	10,000	12/07/2012	12/07/2021	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEAUDOUIN MARK T 34 MAPLE STREET MILFORD, MA 01757			SVP and General Counsel	

Signatures

/s/ Mark	
Beaudouin	02/06/2017
**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).

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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