

WATERS CORP /DE/
Form 3
October 11, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Rae Elizabeth B | | (Month/Day/Year) | WATERS CORP /DE/ [wat] | |
| (Last) | (First) | (Middle) | 10/01/2005 | |
| 34 MAPLE STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MILFORD, MA 01757 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Corporate VP of HR | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 900 | D | |
| Common Stock | 1,630.39 | I | by 401K |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Stock Option (Right to Buy) | 12/10/1999 ⁽¹⁾ | 12/10/2008 | Common Stock | 2,000 | \$ 19.6875 | D | Â |
| Stock Option (Right to Buy) | 12/09/2000 ⁽¹⁾ | 12/09/2009 | Common Stock | 8,000 | \$ 23.0625 | D | Â |
| Stock Option (Right to Buy) | 12/07/2001 ⁽¹⁾ | 12/07/2010 | Common Stock | 6,000 | \$ 72.0625 | D | Â |
| Stock Option (Right to Buy) | 12/12/2002 ⁽²⁾ | 12/12/2011 | Common Stock | 7,500 | \$ 36.25 | D | Â |
| Stock Option (Right to Buy) | 12/30/2003 ⁽²⁾ | 12/30/2012 | Common Stock | 12,000 | \$ 21.3899 | D | Â |
| Stock Option (Right to Buy) | 12/11/2004 ⁽²⁾ | 12/11/2013 | Common Stock | 15,000 | \$ 32.12 | D | Â |
| Stock Option (Right to Buy) | 12/08/2005 ⁽²⁾ | 12/08/2014 | Common Stock | 15,000 | \$ 47.12 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rae Elizabeth B 34 MAPLE STREET MILFORD, MA 01757 | Â | Â | Â Corporate VP of HR | Â |

Signatures

/s/ Elizabeth B
Rae

10/01/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 are fully vested.

(2) These options vest 20% each year for 5 years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.