

WATERS CORP /DE/
Form 15-12B
April 24, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g)
OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS
UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 01-14010

Waters Corporation

(Exact name of registrant as specified in its charter)

34 Maple Street,

Milford, Massachusetts 01757

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Rights to Series A Junior Participating Preferred Stock, par value \$0.01 per share

(Title of each class of securities covered by this Form)

Common Stock, par value \$0.01 per share

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|----|
| Rule 12g-4(a)(1) | x |
| Rule 12g-4(a)(2) | .. |
| Rule 12h-3(b)(1)(i) | .. |
| Rule 12h-3(b)(1)(ii) | .. |
| Rule 15d-6 | .. |

Approximate number of holders of record as of the certification or notice date: None

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Pursuant to the requirements of the Securities Exchange Act of 1934, Waters Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: April 24, 2013

By: /s/ William J. Curry

Name: William J. Curry

Title: Vice President, Corporate Controller and Principal Accounting Officer