#### **CURRY WILLIAM**

Form 4

December 08, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3335

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** CURRY WILLIAM			Issuer Name <b>and</b> Ticker or Trading     Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	WATERS CORP /DE/ [WAT]  3. Date of Earliest Transaction	(Check all applicable)		
34 MAPLE	STREET		(Month/Day/Year) 12/06/2011	Director 10% OwnerX_ Officer (give title Other (specify below) VP, CORP CONT & PRIN ACCT OFF		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
MILFORD, MA 01757				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned		

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispose (Instr. 3, 4	ed of	` ′	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)
Common Stock	12/06/2011	12/06/2011	M M	4,000	A	\$ 21.3899	4,000	D	
Common Stock	12/06/2011	12/06/2011	M	3,600	A	\$ 59.44	7,600	D	
Common Stock	12/06/2011	12/06/2011	M	6,000	A	\$ 41.2	13,600	D	
Common Stock	12/06/2011	12/06/2011	M	10,400	A	\$ 49.31	24,000	D	
Common Stock	12/06/2011	12/06/2011	M	15,000	A	\$ 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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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ai or Ni of
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	$\epsilon$
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		1.

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Stock Common Option Stock (Right to

Buy)

Stock

Option (Right to \$79.15 12/07/2011 A 20,000 12/07/20121 Common Stock

Buy)

## **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 Person 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).
- (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. 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.

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