

WATERS CORP /DE/

Form 4

October 28, 2013

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 *
ORNELL JOHN A

(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)
10/24/2013

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 ____ Other (specify
below) below)
CFO

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)
Common Stock	10/24/2013	10/24/2013	M	40,000 A	\$ 49.31 43,004	D	
Common Stock	10/24/2013	10/24/2013	S	40,000 D	\$ 100.9636 3,004	D	
Common Stock	10/24/2013	10/24/2013	M	32,000 A	\$ 41.2 35,004	D	
Common Stock	10/24/2013	10/24/2013	S	32,000 D	\$ 101.1005 3,004	D	
Common Stock	10/24/2013	10/24/2013	M	34,000 A	\$ 77.94 37,004	D	

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Common Stock	10/24/2013	10/24/2013	S	34,000	D	\$ 101.0674	3,004	D	
Common Stock	10/24/2013	10/24/2013	M	12,000	A	\$ 79.15	15,004	D	
Common Stock	10/24/2013	10/24/2013	S	12,000	D	\$ 100.9225	3,004	D	
Common Stock	10/24/2013	10/24/2013	M	24,000	A	\$ 79.05	27,004	D	
Common Stock	10/24/2013	10/24/2013	S	24,000	D	\$ 100.9101	3,004	D	
Common Stock	10/24/2013	10/24/2013	M	30,000	A	\$ 59.44	33,004	D	
Common Stock	10/24/2013	10/24/2013	S	30,000	D	\$ 100.9086	3,004	D	
Common Stock							6,347.18	I	By 401k Plan
Common Stock							5,706.1191	I	By Esp

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 49.31	10/24/2013	10/24/2013	M		40,000		12/13/2007	12/13/2016	Common Stock	40,000
Stock Option (Right to	\$ 41.2	10/24/2013	10/24/2013	M		32,000		12/10/2009	12/10/2018	Common Stock	32,000

Buy)

Stock Option (Right to Buy)	\$ 77.94	10/24/2013	10/24/2013	M	34,000	12/11/2008	12/11/2017	Common Stock	34,000
Stock Option (Right to Buy)	\$ 79.15	10/24/2013	10/24/2013	M	12,000	12/07/2012	12/07/2021	Common Stock	12,000
Stock Option (Right to Buy)	\$ 79.05	10/24/2013	10/24/2013	M	24,000	12/09/2011	12/09/2020	Common Stock	24,000
Stock Option (Right to Buy)	\$ 59.44	10/24/2013	10/24/2013	M	30,000	12/09/2010	12/09/2019	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORNELL JOHN A 34 MAPLE STREET MILFORD, MA 01757			CFO	

Signatures

/s/ John Ornell 10/28/2013

__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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