Kelly Terrence P
Form 4
December 15, 2017

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kelly Terrence P

(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)
12/13/2017

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, President TA Instruments

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	12/13/2017	12/13/2017	G	V	254	D	$ 0	5,155	D	
Common Stock	12/13/2017	12/13/2017	M		6,400	A	$ 87.06	11,555	D	
Common Stock	12/13/2017	12/13/2017	S		6,400	D	$ 197.78	5,155	D	
Common Stock	12/13/2017	12/13/2017	M		4,000	A	$ 98.21	9,155	D	
Common Stock	12/13/2017	12/13/2017	S		4,000	D	$ 197.8	5,155	D	

Common Stock	12/13/2017	12/13/2017	M	5,400	A	$ 113.36	10,555	D	
Common Stock	12/13/2017	12/13/2017	S	5,400	D	$ 197.75	5,155	D	
Common Stock	12/13/2017	12/13/2017	M	5,066	A	$ 128.93	10,221	D	
Common Stock	12/13/2017	12/13/2017	S	5,066	D	$ 197.22	5,155	D	
Common Stock	12/13/2017	12/13/2017	M	4,134	A	$ 139.51	9,289	D	
Common Stock	12/13/2017	12/13/2017	S	4,134	D	$ 197.58	5,155	D	
Common Stock							160.6387	I	by ESPP

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

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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)		8.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 87.06	12/13/2017	12/13/2017	M			6,400	12/11/2013	12/11/2022	Common Stock	6,400	
Stock Option (Right to Buy)	$ 98.21	12/13/2017	12/13/2017	M			4,000	12/06/2014	12/06/2023	Common Stock	4,000	
Stock Option	$ 113.36	12/13/2017	12/13/2017	M			5,400	12/11/2015	12/11/2024	Common Stock	5,400	

(Right to Buy)									
Stock Option (Right to Buy)	$ 128.93	12/13/2017	12/13/2017	M	5,066	12/09/2016	12/09/2025	Common Stock	5,066
Stock Option (Right to Buy)	$ 139.51	12/13/2017	12/13/2017	M	4,134	12/09/2017	12/09/2026	Common Stock	4,134

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Terrence P 34 MAPLE STREET MILFORD, MA 01757			SVP, President TA Instruments	

Signatures

/s/ Terrence P Kelly	12/15/2017
**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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