

WATERS CORP /DE/

Form 3

October 11, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Rae Elizabeth B

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/01/2005

3. Issuer Name and Ticker or Trading Symbol
WATERS CORP /DE/ [wat]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

34 MAPLE STREET

(Street)

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
 (give title below) (specify below)
 Corporate VP of HR

6. Individual or Joint/Group
 Filing(Check Applicable Line)
☒ Form filed by One Reporting
 Person
 ____ Form filed by More than One
 Reporting Person

MILFORD, MA 01757

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

Rae

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
Derivative5. 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.