

CURRY WILLIAM
Form 4
May 20, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CURRY WILLIAM

(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)
05/18/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, CORP CONT & PRIN ACCT OFF

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 05/18/2011 | 05/18/2011 | M | | 15,000 | A | \$ 47.12 | 15,000 | D |
| Common Stock | 05/18/2011 | 05/18/2011 | M | | 13,000 | A | \$ 38.99 | 28,000 | D |
| Common Stock | 05/18/2011 | 05/18/2011 | M | | 6,600 | A | \$ 77.94 | 34,600 | D |
| Common Stock | 05/18/2011 | 05/18/2011 | S | | 34,600 | D | \$ 97 | 0 | D |
| Common Stock | | | | | | | | 948.22 | I |
| | | | | | | | | | 401k |

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| | | | |
|--------------|---------|---|---------|
| Common Stock | 363.289 | 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.

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. SEC 1474 (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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 47.12 | 05/18/2011 | 05/18/2011 | M | 15,000 | 12/08/2005 12/08/2014 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 38.99 | 05/18/2011 | 05/18/2011 | M | 13,000 | 12/02/2006 12/02/2015 | Common Stock | 13,000 |
| Stock Option (Right to Buy) | \$ 77.94 | 05/18/2011 | 05/18/2011 | M | 6,600 | 12/11/2008 12/11/2017 | Common Stock | 6,600 |

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

05/19/2011

__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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