

CURRY WILLIAM
Form 4
March 13, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CURRY WILLIAM

2. Issuer Name and Ticker or Trading Symbol
WATERS CORP /DE/ [WAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2013

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

34 MAPLE STREET

(Street)

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

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 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	03/11/2013	03/11/2013	M		2,600	A	\$ 49.31
Common Stock	03/11/2013	03/11/2013	M		6,000	A	\$ 41.2
Common Stock	03/11/2013	03/11/2013	M		4,400	A	\$ 77.94
Common Stock	03/11/2013	03/11/2013	M		4,000	A	\$ 79.15
Common Stock	03/11/2013	03/11/2013	M		8,000	A	\$ 79.05

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Common Stock	03/11/2013	03/11/2013	M	7,200	A	\$ 59.44	32,200	D	
Common Stock	03/11/2013	03/11/2013	S	32,200	D	\$ 94.50	0	D	
Common Stock							954.46	I	401k
Common Stock							777.4251	I	By Esp
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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(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
Stock Option (Right to Buy)	\$ 49.31	03/11/2013	03/11/2013	M	2,600	12/13/2007 12/13/2016	Common Stock	2,600
Stock Option (Right to Buy)	\$ 41.2	03/11/2013	03/11/2013	M	6,000	12/10/2009 12/10/2018	Common Stock	6,000
Stock Option (Right to Buy)	\$ 77.94	03/11/2013	03/11/2013	M	4,400	12/11/2008 12/11/2017	Common Stock	4,400
Stock Option	\$ 79.15	03/11/2013	03/11/2013	M	4,000	12/07/2012 ⁽¹⁾ 12/07/2021	Common Stock	4,000

(Right to Buy)										
Stock Option (Right to Buy)	\$ 79.05	03/11/2013	03/11/2013	M	8,000	12/09/2011 ⁽²⁾	12/09/2020	Common Stock	8,000	
Stock Option (Right to Buy)	\$ 59.44	03/11/2013	03/11/2013	M	7,200	12/09/2010	12/09/2019	Common Stock	7,200	

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

03/13/2013

**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).
- (1) These options vest 20% per annum for a 5 year period beginning on December 7, 2012.
- (2) Options vest 20% per annum for a 5 year period commencing on 12/9/2011

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.