

WATERS CORP /DE/
Form 4
January 05, 2016

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 *
REED JOANN A

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)
34 MAPLE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

MILFORD, MA 01757

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/04/2016 ⁽¹⁾	01/04/2016	M		2,462 A \$ 44.25	15,162	D
Common Stock	01/04/2016 ⁽²⁾	01/04/2016	S		2,462 D \$ 132.17	12,700	D
Common Stock	01/04/2016 ⁽¹⁾	01/04/2016	M		2,541 A \$ 48.88	15,241	D
Common Stock	01/04/2016 ⁽²⁾	01/04/2016	S		2,541 D \$ 132.18	12,700	D
Common Stock	01/04/2016		A		3,761 ⁽³⁾ A \$ 0	16,461	D

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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)	\$ 44.25	01/04/2016 ⁽¹⁾	01/04/2016	M	2,462	05/11/2007 05/11/2016	Common Stock	2,462
Stock Option (Right to Buy)	\$ 48.88	01/04/2016 ⁽¹⁾	01/04/2016	M	2,541	01/03/2008 01/03/2017	Common Stock	2,541
Stock Option (Right to Buy)	\$ 130.35	01/04/2016		A	843	01/04/2017 ⁽⁴⁾ 01/04/2026	Common Stock	843

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED JOANN A 34 MAPLE STREET MILFORD, MA 01757	X			

Signatures

/s/ Joann A. Reed 01/05/2016

**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) Acquisition of common stock was made under a sale plan established pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Sale of common stock was made under a sale plan established pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (3) Grant of shares of common stock subject to restrictions that lapse January 4, 2017.
- (4) Options fully vest on January 4, 2017.

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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