

WATERS CORP /DE/  
Form 5  
March 08, 2006

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
CAPUTO ARTHUR G  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

34 MAPLE STREET  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP and President, Waters Div

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

6. Individual or Joint/Group Reporting (check applicable line)

MILFORD, MA 01757

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/07/1999	09/07/1999	G5	320	D	\$ 0	479,284 <sup>(1)</sup>	D	Â
Common Stock	12/05/2000	12/05/2000	G5	550 <sup>(2)</sup>	D	\$ 0	478,734 <sup>(1)</sup>	D	Â
Common Stock	12/17/2004	12/17/2004	G5	3,000	D	\$ 0	475,734 <sup>(1)</sup>	D	Â
Common Stock	12/05/2000	12/05/2000	G5	550	A	\$ 0	2,390 <sup>(3)</sup>	I	By Daughters
	Â	Â	Â	Â	Â	Â	102,061.29	I	



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