

BERTHIAUME DOUGLAS A
 Form 4
 September 13, 2007

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 *
BERTHIAUME DOUGLAS 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

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/11/2007

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

CHAIRMAN & CEO

(Street)
 MILFORD, MA 01757-3696

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

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	09/04/2007	09/04/2007	G	V	1,640	D	\$ 0
Common Stock	09/05/2007	09/05/2007	G	V	39,670	D	\$ 0
Common Stock	09/11/2007	09/11/2007	M		119,803	A	\$ 10.6875
Common Stock	09/11/2007	09/11/2007	M		60,197	A	\$ 10.6875
Common Stock	09/11/2007	09/11/2007	S		60,197	D	\$ 63.2813

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Common Stock	09/11/2007	09/11/2007	S	119,803	D	\$ 63.7823	2,343,027	D	
Common Stock							34,579.77	I	BY 401K PLAN
Common Stock							25,252	I	BY FAMILY TRUST
Common Stock							342,859.14 (1)	I	By limited partnership interests
Common Stock							69,000	I	By Wife

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 10.6875	09/11/2007	09/11/2007	M	60,197	12/02/1998	12/02/2007	Common Stock	60,197
Stock Option (Right to Buy)	\$ 10.6875	09/11/2007	09/11/2007	M	119,803	12/02/1998	12/02/2007	Common Stock	119,803

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERTHIAUME DOUGLAS A 34 MAPLE STREET	X		CHAIRMAN & CEO	

MILFORD, MA 01757-3696

Signatures

DOUGLAS A
BERTHIAUME

09/11/2007

__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).

The Reporting Person disclaims beneficial ownership of all shares of the Issuer's Common Stock reported herein except to the extent of (1) his pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.