

WATERS CORP /DE/
Form 4
November 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
CAPUTO ARTHUR G

(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)
11/19/2015

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)
EVP and President, Waters Div

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	11/19/2015	11/19/2015	M			70,479	A	\$ 49.31	159,158	D	
Common Stock	11/19/2015	11/19/2015	S			70,479	D	\$ 131.47	88,679	D	
Common Stock	11/19/2015	11/19/2015	M			13,910	A	\$ 49.31	102,589	D	
Common Stock	11/19/2015	11/19/2015	S			13,910	D	\$ 132.05	88,679	D	
Common Stock	11/19/2015	11/19/2015	M			85,000	A	\$ 77.94	173,679	D	

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Common Stock	11/19/2015	11/19/2015	S	85,000	D	\$ 131.55	88,679	D
Common Stock	11/19/2015	11/19/2015	M	36,400	A	\$ 41.2	125,079	D
Common Stock	11/19/2015	11/19/2015	S	36,400	D	\$ 131.59	88,679	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 49.31	11/19/2015	11/19/2015	M	70,479	12/13/2007	12/13/2016	Common Stock	70,479
Stock Option (Right to Buy)	\$ 49.31	11/19/2015	11/19/2015	M	13,910	12/13/2007	12/13/2016	Common Stock	13,910
Stock Option (Right to Buy)	\$ 77.94	11/19/2015	11/19/2015	M	85,000	12/11/2008	12/11/2017	Common Stock	85,000
Stock Option (Right to Buy)	\$ 41.2	11/19/2015	11/19/2015	M	36,400	12/10/2009	12/10/2018	Common Stock	36,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

CAPUTO ARTHUR G
34 MAPLE STREET
MILFORD, MA 01757

EVP and President, Waters Div

Signatures

/s/ Arthur G.
Caputo

11/20/2015

**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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