

WATERS CORP /DE/  
Form 3  
February 03, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Cassis Eugene G		(Month/Day/Year)	WATERS CORP /DE/ [WAT]	
(Last)	(First)	(Middle)	02/01/2014	
34 MAPLE STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MILFORD,Â MAÂ 01757			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Financial Officer	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	29,569	D	Â
Common Stock	1,382.4061	I	by ESPP
Common Stock	5,553	I	by Wife
Common Stock	2,120.11	I	by Wife's 401k
Common Stock	456.8563	I	by Wife's ESPP

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	12/02/2006 <sup>(1)</sup>	12/02/2015	Common Stock	6,000	\$ 38.99	D	Â
Stock Option (Right to Buy)	12/13/2007 <sup>(2)</sup>	12/13/2016	Common Stock	8,000	\$ 49.31	D	Â
Stock Option (Right to Buy)	12/11/2008 <sup>(3)</sup>	12/11/2017	Common Stock	10,000	\$ 77.94	D	Â
Stock Option (Right to Buy)	12/10/2009 <sup>(4)</sup>	12/10/2018	Common Stock	10,000	\$ 41.2	D	Â
Stock Option (Right to Buy)	12/09/2010 <sup>(5)</sup>	12/09/2019	Common Stock	12,000	\$ 59.44	D	Â
Stock Option (Right to Buy)	12/09/2011 <sup>(6)</sup>	12/09/2020	Common Stock	15,000	\$ 79.05	D	Â
Stock Option (Right to Buy)	12/07/2012 <sup>(7)</sup>	12/07/2021	Common Stock	15,000	\$ 79.15	D	Â
Stock Option (Right to Buy)	12/11/2013 <sup>(8)</sup>	12/11/2022	Common Stock	15,000	\$ 87.06	D	Â
Stock Option (Right to Buy)	12/06/2014 <sup>(9)</sup>	12/06/2023	Common Stock	25,000	\$ 98.21	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cassis Eugene G 34 MAPLE STREET MILFORD, MA 01757	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Eugene G. Cassis  
02/03/2014

\_\_Signature of Reporting Person  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 2, 2006.

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- (2) These options vest 20% per annum for a 5 year period beginning on December 13, 2007.
- (3) These options vest 20% per annum for a 5 year period beginning on December 11, 2008.
- (4) These options vest 20% per annum for a 5 year period beginning on December 10, 2009.
- (5) These options vest 20% per annum for a 5 year period beginning on December 9, 2010.
- (6) These options vest 20% per annum for a 5 year period beginning on December 9, 2011.
- (7) These options vest 20% per annum for a 5 year period beginning on December 7, 2012.
- (8) These options vest 20% per annum for a 5 year period beginning on December 11, 2013.
- (9) These options vest 20% per annum for a 5 year period beginning on December 6, 2014.

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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