

WATERS CORP /DE/
Form 4
August 09, 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 *
Kelly Terrence P

(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)
08/08/2016

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)
President, TA Instruments

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	08/08/2016	08/08/2016	M		4,000	A	\$ 98.21 12,158	D
Common Stock	08/08/2016	08/08/2016	S		4,000	D	\$ 156.53 8,158	D
Common Stock	08/08/2016	08/08/2016	M		6,400	A	\$ 87.06 14,558	D
Common Stock	08/08/2016	08/08/2016	S		6,400	D	\$ 157.05 8,158	D
Common Stock	08/08/2016	08/08/2016	M		6,400	A	\$ 79.15 14,558	D

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Common Stock	08/08/2016	08/08/2016	S	6,400	D	\$ 156.53	8,158	D	
Common Stock	08/08/2016	08/08/2016	M	6,400	A	\$ 79.05	14,558	D	
Common Stock	08/08/2016	08/08/2016	S	6,400	D	\$ 156.69	8,158	D	
Common Stock	08/08/2016	08/08/2016	M	5,400	A	\$ 113.36	13,558	D	
Common Stock	08/08/2016	08/08/2016	S	5,400	D	\$ 156.83	8,158	D	
Common Stock							160.6387	I	by ESPP

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

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 98.21	08/08/2016	08/08/2016	M	4,000	12/06/2014 12/06/2023	Common Stock	4,000
Stock Option (Right to Buy)	\$ 87.06	08/08/2016	08/08/2016	M	6,400	12/11/2013 12/11/2022	Common Stock	6,400
Stock Option (Right to Buy)	\$ 79.15	08/08/2016	08/08/2016	M	6,400	12/07/2012 12/07/2021	Common Stock	6,400

Stock Option (Right to Buy)	\$ 79.05	08/08/2016	08/08/2016	M	6,400	12/09/2011	12/09/2020	Common Stock	6,400
Stock Option (Right to Buy)	\$ 113.36	08/08/2016	08/08/2016	M	5,400	12/11/2015	12/11/2024	Common Stock	5,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Terrence P 34 MAPLE STREET MILFORD, MA 01757			President, TA Instruments	

Signatures

/s/ Terrence P Kelly	08/09/2016
**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).

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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