

BEAUDOUIN MARK T
Form 4
January 26, 2018

FORM 4

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

OMB APPROVAL

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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 *
BEAUDOUIN MARK T

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and General Counsel

MILFORD, MA 01757

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

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	01/25/2018	01/25/2018	M	15,000 A	\$ 87.06	20,749	D
Common Stock	01/25/2018	01/25/2018	S	15,000 D	\$ 217.15	5,749	D
Common Stock	01/25/2018	01/25/2018	M	8,000 A	\$ 113.36	13,749	D
Common Stock	01/25/2018	01/25/2018	S	8,000 D	\$ 217.18	5,749	D
Common Stock	01/25/2018	01/25/2018	M	15,010 A	\$ 128.93	20,759	D

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Common Stock	01/25/2018	01/25/2018	S	15,010	D	\$ 217.3	5,749	D	
Common Stock	01/25/2018	01/25/2018	M	4,133	A	\$ 139.51	9,882	D	
Common Stock	01/25/2018	01/25/2018	S	4,133	D	\$ 217.15	5,749	D	
Common Stock							1,531.26	I	401K
Common Stock							2,973.9888	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 87.06	01/25/2018	01/25/2018	M		15,000		12/11/2013	12/11/2022	Common Stock	15,000
Stock Option (Right to Buy)	\$ 113.36	01/25/2018	01/25/2018	M		8,000		12/11/2015	12/11/2024	Common Stock	8,000
Stock Option (Right to Buy)	\$ 128.93	01/25/2018	01/25/2018	M		15,010		12/09/2016	12/09/2025	Common Stock	15,010
Stock Option (Right to Buy)	\$ 139.51	01/25/2018	01/25/2018	M		4,133		12/09/2017	12/09/2026	Common Stock	4,133

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEAUDOUIN MARK T 34 MAPLE STREET MILFORD, MA 01757			SVP and General Counsel	

Signatures

/s/ Mark
Beaudouin 01/26/2018

 Signature of Date
Reporting Person

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. 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.