WATERS CORP /DE/
Form 4
November 03, 2010

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BEAUDOUIN MARK T

(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)
11/02/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	11/02/2010		M		10,000	A	$ 21.0499	10,000	D	
Common Stock	11/02/2010		M		30,000	A	$ 32.12	40,000	D	
Common Stock	11/02/2010		M		20,000	A	$ 38.99	60,000	D	
Common Stock	11/02/2010		S		10,000	D	$ 75.5837	50,000	D	
Common Stock	11/02/2010		S		30,000	D	$ 75.5027	20,000	D	

Common Stock	11/02/2010		S	20,000	D	$ 75.5	0	D	
Common Stock							784.3	I	401K
Common Stock							3,465.13	I	By Espp
Common Stock							975	I	By Rollover Ira

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)	$ 21.05	11/02/2010		M			10,000	04/01/2004	04/01/2013	Common Stock	10,000
Stock Option (Right to Buy)	$ 32.12	11/02/2010		M			30,000	12/11/2004	12/11/2013	Common Stock	30,000
Stock Option (Right to Buy)	$ 38.99	11/02/2010		M			20,000	12/02/2006	12/02/2015	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	**Relationships**

Director 10% Owner Officer Other

BEAUDOUIN MARK T
34 MAPLE STREET
MILFORD, MA 01757

VP and General Counsel

Signatures

/s/ Mark Beaudouin 11/03/2010

**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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