

WATERS CORP /DE/  
Form 4  
February 18, 2014

**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

(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)  
02/14/2014

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)

VP and General Counsel

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)
				(A) or (D)	Price		
Common Stock	02/14/2014	02/14/2014	M	20,000 A	\$ 79.15 30,080	D	
Common Stock	02/14/2014	02/14/2014	S	20,000 D	\$ 112.58 10,080	D	
Common Stock	02/14/2014	02/14/2014	M	30,000 A	\$ 79.05 40,080	D	
Common Stock	02/14/2014	02/14/2014	S	30,000 D	\$ 112.58 10,080	D	
Common Stock	02/14/2014	02/14/2014	M	8,000 A	\$ 59.44 18,080	D	

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Common Stock	02/14/2014	02/14/2014	S	8,000	D	\$ 112.58	10,080	D	
Common Stock	02/14/2014	02/14/2014	M	8,000	A	\$ 41.2	18,080	D	
Common Stock	02/14/2014	02/14/2014	S	8,000	D	\$ 112.58	10,080	D	
Common Stock							1,200.19	I	401K
Common Stock							4,432.0283	I	By Espg
Common Stock							975	I	By Rollover Ira

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 79.15	02/14/2014	02/14/2014	M	20,000	12/07/2012	12/07/2021	Common Stock	20,000
Stock Option (Right to Buy)	\$ 79.05	02/14/2014	02/14/2014	M	30,000	12/09/2011	12/09/2020	Common Stock	30,000
Stock Option (Right to Buy)	\$ 59.44	02/14/2014	02/14/2014	M	8,000	12/09/2010	12/09/2019	Common Stock	8,000

