

TERRICCIANO DAVID
 Form 4
 December 18, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
TERRICCIANO DAVID

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)
 12/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Global Operations

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/15/2017	12/15/2017	M		6,000	A	\$ 87.06	9,173	D
Common Stock	12/15/2017	12/15/2017	S		6,000	D	\$ 197.47	3,173	D
Common Stock	12/15/2017	12/15/2017	M		2,900	A	\$ 98.21	6,073	D
Common Stock	12/15/2017	12/15/2017	S		2,900	D	\$ 197.34	3,173	D
Common Stock	12/15/2017	12/15/2017	M		4,200	A	\$ 113.36	7,373	D

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Common Stock	12/15/2017	12/15/2017	S	4,200	D	\$ 197.73	3,173	D
Common Stock	12/15/2017	12/15/2017	M	3,940	A	\$ 128.93	7,113	D
Common Stock	12/15/2017	12/15/2017	S	3,940	D	\$ 197.71	3,173	D
Common Stock	12/15/2017	12/15/2017	M	1,200	A	\$ 117.68	4,373	D
Common Stock	12/15/2017	12/15/2017	S	1,200	D	\$ 197.02	3,173	D
Common Stock	12/15/2017	12/15/2017	M	3,757	A	\$ 139.51	6,930	D
Common Stock	12/15/2017	12/15/2017	S	3,757	D	\$ 197.46	3,173	D

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

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SEC 1474
(9-02)

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)	\$ 87.06	12/15/2017	12/15/2017	M	6,000	12/11/2013 12/11/2022	Common Stock	6,000
Stock Option (Right to Buy)	\$ 98.21	12/15/2017	12/15/2017	M	2,900	12/06/2014 12/06/2023	Common Stock	2,900
Stock Option	\$ 113.36	12/15/2017	12/15/2017	M	4,200	12/11/2015 12/11/2024	Common Stock	4,200

(Right to Buy)										
Stock Option (Right to Buy)	\$ 128.93	12/15/2017	12/15/2017	M	3,940	12/09/2016	12/09/2025	Common Stock	3,940	
Stock Option (Right to Buy)	\$ 117.68	12/15/2017	12/15/2017	M	1,200	02/10/2017	02/10/2026	Common Stock	1,200	
Stock Option (Right to Buy)	\$ 139.51	12/15/2017	12/15/2017	M	3,757	12/09/2017	12/09/2026	Common Stock	3,757	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TERRICCIANO DAVID 34 MAPLE STREET MILFORD, MA 01757			SVP, Global Operations	

Signatures

/s/ David
Terricciano 12/18/2017

 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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