

BEAUDOUIN MARK T
Form 4
January 28, 2019

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)
01/25/2019

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)
SVP 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)	
				Code	V	Amount				(A) or (D)
Common Stock	01/25/2019	01/25/2019	M			5,000	A \$ 98.21	9,852	D	
Common Stock	01/25/2019	01/25/2019	M			8,000	A \$ 113.36	17,852	D	
Common Stock	01/25/2019	01/25/2019	M			7,506	A \$ 128.93	25,358	D	
Common Stock	01/25/2019	01/25/2019	M			4,133	A \$ 139.51	29,491	D	
Common Stock	01/25/2019	01/25/2019	M			3,209	A \$ 194.26	32,700	D	

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Common Stock	01/25/2019	01/25/2019	S	27,848	D	\$ 225.36	4,852	D	
Common Stock							1,727.71	I	401K
Common Stock							3,101.7419	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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 98.21	01/25/2019	01/25/2019	M	5,000	12/06/2014	12/06/2023	Common Stock	5,000
Stock Option (Right to Buy)	\$ 113.36	01/25/2019	01/25/2019	M	8,000	12/11/2015	12/11/2024	Common Stock	8,000
Stock Option (Right to Buy)	\$ 128.93	01/25/2019	01/25/2019	M	7,506	12/09/2016	12/09/2025	Common Stock	7,506
Stock Option (Right to Buy)	\$ 139.51	01/25/2019	01/25/2019	M	4,133	12/09/2017	12/09/2026	Common Stock	4,133
Stock Option (Right to Buy)	\$ 194.26	01/25/2019	01/25/2019	M	3,209	12/05/2018	12/05/2027	Common Stock	3,209

