WATERS CORP /DE/

Form 4 May 08, 2006

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* ORNELL JOHN A

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

WATERS CORP /DE/ [WAT] 3. Date of Earliest Transaction

(Check all applicable)

34 MAPLE STREET

(Month/Day/Year) 05/05/2006

Director 10% Owner \_ Other (specify X\_ Officer (give title below) below)

**CFO** 

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MILFORD, MA 01757-3696

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	e Secu	rities Acqui	red, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		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)		
Common Stock	05/05/2006	05/05/2006	Code V M	Amount 17,600 (1)	(D)	Price \$ 8.5525	17,604	D	
Common Stock	05/05/2006	05/05/2006	S	17,600 (2)	D	\$ 45.5223	4	D	
Common Stock							6,409.28	I	By 401K Plan
Common Stock							3,000	I	By Daughters
Common Stock							3,626	I	By ESPP

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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)	\$ 8.5525	05/05/2006	05/05/2006	M	17,600	05/24/1997	05/24/2006	Common Stock	17,600

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ORNELL JOHN A						
34 MAPLE STREET			CFO			
MILFORD, MA 01757-3696						

## **Signatures**

JOHN ORNELL

05/05/2006

\*\*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).
- (1) Acquisition of Common Stock was made under a sale plan established pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Disposition of Common Stock was made under a sale plan established pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (3) These options granted under the Waters Corporation Long Term Performance Incentive Plan, vested at 20% per year for a period of 5 years, beginning on May 24, 1997 and expiring on May 24, 2006

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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