Edgar Filing: BEKENSTEIN JOSHUA - Form 4

BEKENSTEIN JOSHUA						
Form 4						
December 08, 2005						
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION					PPROVAL	
UNITED STA	OMB Number:	3235-0287				
Section 16. Form 4 or Form 5 Filed pursual	SECURIT nt to Section 16(a) of the Section 16(b)	F CHANGES IN BENEFICIAL OWNERSHI SECURITIES			Expires:January 31 2003Estimated average burden hours per response0.3	
may continue	f the Public Utility Holding 30(h) of the Investment Co			1		
(Print or Type Responses)						
1. Name and Address of Reporting Perso BEKENSTEIN JOSHUA	on [*] 2. Issuer Name and Tic Symbol WATERS CORP /D	C C	5. Relationship of I Issuer			
(Last) (First) (Middl	le) 3. Date of Earliest Transa	action	(Check	c all applicable	e)	
34 MAPLE ST	(Month/Day/Year) 12/07/2005		_X_ Director Officer (give t below)		o Owner er (specify	
(Street)	4. If Amendment, Date C Filed(Month/Day/Year)	Driginal	6. Individual or Joi Applicable Line) _X_ Form filed by O	ne Reporting Pe	rson	
MILFORD, MA 01757			Form filed by M Person	ore than One Re	porting	
(City) (State) (Zip)	Table I - Non-Deriv	vative Securities Acc	uired, Disposed of,	, or Beneficial	ly Owned	
(Instr. 3) ar	xecution Date, if TransactionA ny Code D	. Securities .cquired (A) or bisposed of (D) instr. 3, 4 and 5) (A) or xmount (D) Price	SecuritiesHBeneficially(OwnedH	6. Ownership Form: Direct (D) or (Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock			6,000 I	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		Code	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date curities (Month/Day/Year) equired) or sposed of) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 0 <u>(1)</u>	12/07/2005	12/07/2005	А	51.88	12/07/2005	(2)	Common Stock	51.88	4

Reporting Owners

Reporting Owner Name / Add	Relationships					
1	Director	10% Owner	Officer	Other		
BEKENSTEIN JOSHUA 34 MAPLE ST MILFORD, MA 01757	Х					
Signatures						
/s/ Joshua Bekenstein	12/07/2005					
**Cionatura of	Data					

<u>**</u>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) Common stock units are convertible into common stock shares on a one to one ratio.
- (2) Upon resignation as director.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.