

WATERS CORP /DE/  
Form 3  
February 11, 2016

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Kelly Terrence P		(Month/Day/Year)	WATERS CORP /DE/ [WAT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/10/2016		
34 MAPLE STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) President, TA Instruments	
MILFORD,Â MAÂ 01757			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,204	D <u>(1)</u>	Â
Common Stock	160.6387	I	by ESPP

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	12/09/2011 <sup>(2)</sup>	12/09/2020	Common Stock	6,400	\$ 79.05	D	Â
Stock Option (Right to Buy)	12/07/2012 <sup>(3)</sup>	12/07/2021	Common Stock	12,800	\$ 79.15	D	Â
Stock Option (Right to Buy)	12/11/2013 <sup>(4)</sup>	12/11/2022	Common Stock	19,200	\$ 87.06	D	Â
Stock Option (Right to Buy)	12/06/2014 <sup>(5)</sup>	12/06/2023	Common Stock	16,000	\$ 98.21	D	Â
Stock Option (Right to Buy)	12/11/2015 <sup>(6)</sup>	12/11/2024	Common Stock	27,000	\$ 113.36	D	Â
Stock Option (Right to Buy)	12/09/2016 <sup>(7)</sup>	12/09/2025	Common Stock	25,330	\$ 128.93	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Terrence P 34 MAPLE STREET MILFORD, MA 01757	Â	Â	Â President, TA Instruments	Â

## Signatures

/s/ Terrence P Kelly  
02/11/2016

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 10,182 Restricted Stock Units vest 20% per annum for a 5 year period beginning December 6, 2014. A total of 1,978 shares of common stock representing taxes were withheld at vesting dates December 6, 2014 and December 6, 2015.
  - (2) The grant of 32,000 options vested 20% per annum for a 5 year period beginning on December 9, 2011.
  - (3) The grant of 32,000 options vest 20% per annum for a 5 year period beginning on December 7, 2012.
  - (4) The grant of 32,000 options vest 20% per annum for a 5 year period beginning on December 11, 2013.
  - (5) The grant of 20,000 options vest 20% per annum for a 5 year period beginning on December 6, 2014.
  - (6) These options vest 20% per annum for a 5 year period beginning on December 11, 2015.
  - (7) These options vest 20% per annum for a 5 year period beginning on December 9, 2016.

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.