

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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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 *
BEAUDOUIN MARK T

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)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

34 MAPLE STREET

01/25/2019

SVP and General Counsel

(Street)

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

MILFORD, MA 01757

(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)			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 or Price			
Common Stock	01/25/2019	01/25/2019	M			5,000	\$ 98.21 9,852	D	
Common Stock	01/25/2019	01/25/2019	M			8,000	\$ 113.36 17,852	D	
Common Stock	01/25/2019	01/25/2019	M			7,506	\$ 128.93 25,358	D	
Common Stock	01/25/2019	01/25/2019	M			4,133	\$ 139.51 29,491	D	
Common Stock	01/25/2019	01/25/2019	M			3,209	\$ 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)	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

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEAUDOUIN MARK T 34 MAPLE STREET MILFORD, MA 01757			SVP and General Counsel	

Signatures

/s/ Mark
Beaudouin 01/28/2019

**Signature of Date
Reporting Person

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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