

BERTHIAUME DOUGLAS A  
 Form 4  
 November 17, 2011

**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 \*  
 BERTHIAUME DOUGLAS A

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)  
 34 MAPLE STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/15/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CHAIRMAN, PRESIDENT & CEO

MILFORD, MA 01757

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

(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) (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/15/2011	11/15/2011	M		132,216 A \$ 36.25	2,406,715	D
Common Stock	11/15/2011	11/15/2011	S		132,216 D \$ 79.53	2,274,499	D
Common Stock	11/16/2011	11/16/2011	M		17,784 A \$ 36.25	2,292,283	D
Common Stock	11/16/2011	11/16/2011	S		17,784 D \$ 79.52	2,274,499	D
Common Stock						34,710.77	I By 401k Plan

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Common Stock	25,252	I	By Family Trust <sup>(1)</sup>
Common Stock	29,329	I	By GST <sup>(1)</sup>
Common Stock	322,878.14	I	By Limited Partnership Interests <sup>(1)</sup>
Common Stock	69,000	I	By Wife

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy)	\$ 36.25	11/15/2011	11/15/2011	M	132,216	12/12/2002	12/12/2011	Common Stock	132,216
Stock Option (Right to Buy)	\$ 36.25	11/16/2011	11/16/2011	M	17,784	12/12/2002	12/12/2011	Common Stock	17,784

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERTHIAUME DOUGLAS A 34 MAPLE STREET MILFORD, MA 01757	X		CHAIRMAN, PRESIDENT & CEO	

## Signatures

/s/ Douglas A.  
Berthiaume

11/17/2011

\_\_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).

The Reporting Person disclaims beneficial ownership of all shares of the Issuer's Common Stock reported herein except to the extent of (1) his pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.