

WATERS CORP /DE/
Form 4
February 11, 2016

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 *
TERRICCIANO DAVID

(Last) (First) (Middle)
34 MAPLE STREET
(Street)

MILFORD, MA 01757

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WATERS CORP /DE/ [WAT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, Global Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	4,131	D <u>(1)</u> <u>(2)</u>	

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)

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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)	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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 117.68	02/10/2016		A	6,559	02/10/2017 ⁽³⁾ 02/10/2026	Common Stock	6,559
Stock Option (Right to Buy) ⁽²⁾	\$ 79.05					12/09/2011 ⁽⁴⁾ 12/09/2020	Common Stock	6,000
Stock Option (Right to Buy) ⁽²⁾	\$ 79.15					12/07/2012 ⁽⁵⁾ 12/07/2021	Common Stock	12,000
Stock Option (Right to Buy) ⁽²⁾	\$ 87.06					12/11/2013 ⁽⁶⁾ 12/11/2022	Common Stock	18,000
Stock Option (Right to Buy) ⁽²⁾	\$ 98.21					12/06/2014 ⁽⁷⁾ 12/06/2023	Common Stock	15,000
Stock Option (Right to Buy) ⁽²⁾	\$ 113.36					12/11/2015 ⁽⁸⁾ 12/11/2024	Common Stock	21,000
Stock Option (Right to Buy) ⁽²⁾	\$ 128.93					12/09/2016 ⁽⁹⁾ 12/09/2025	Common Stock	19,701

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Sr VP, Global Operations

TERRICCIANO DAVID
34 MAPLE STREET
MILFORD, MA 01757

Signatures

/s/ David

Terricciano

02/11/2016

**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) 5,091 Restricted Stock Units vest 20% per annum for a 5 year period beginning on December 6, 2014. A total of 960 shares of common stock representing taxes were withheld at vesting dates December 6, 2014 and December 6, 2015.
 - (2) The reporting person was not subject to Section 16b reporting between June 15, 2005 and February 10, 2016.
 - (3) These options vest 20% per annum for a 5 year period beginning on February 10, 2017.
 - (4) The grant of 30,000 options vested 20% per annum for a 5 year period beginning on December 9, 2011.
 - (5) The grant of 30,000 options vest 20% per annum for a 5 year period beginning on December 7, 2012.
 - (6) The grant of 30,000 options vest 20% per annum for a 5 year period beginning on December 11, 2013.
 - (7) These options vest 20% per annum for a 5 year period beginning on December 6, 2014.
 - (8) These options vest 20% per annum for a 5 year period beginning on December 11, 2015.
 - (9) 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.