

WATERS CORP /DE/
Form 4
November 05, 2007

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 *
CURRY WILLIAM

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

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2007

____ Director
 Officer (give title below) _____ Other (specify below)
VP & CORPORATE CONTROLLER

(Street)
MILFORD, MA 01757-3696

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

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	(A) or (D)	Price	
Common Stock	11/01/2007	11/01/2007	M		10,000	A	\$ 21.3899	10,300 D
Common Stock	11/01/2007	11/01/2007	M		4,000	A	\$ 23.0625	14,300 D
Common Stock	11/01/2007	11/01/2007	M		5,000	A	\$ 36.25	19,300 D
Common Stock	11/01/2007	11/01/2007	M		3,500	A	\$ 72.0625	22,800 D
Common Stock	11/01/2007	11/01/2007	S		10,000	D	\$ 76.1003	12,800 D

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Common Stock	11/01/2007	11/01/2007	S	3,500	D	\$ 76.1486	9,300	D	
Common Stock	11/01/2007	11/01/2007	S	5,000	D	\$ 76.245	4,300	D	
Common Stock	11/01/2007	11/01/2007	S	4,000	D	\$ 76.3523	300	D	
Common Stock							951.36	I	401K
Common Stock							995	I	ESPP
Common Stock							160	I	IRA

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)	
					V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21.3899	11/01/2007	11/01/2007	M	10,000	12/30/2003	12/30/2012	Common Stock	10,000
Stock Option (Right to Buy)	\$ 23.0625	11/01/2007	11/01/2007	M	4,000	12/09/2000	12/09/2009	Common Stock	4,000
Stock Option (Right to Buy)	\$ 36.25	11/01/2007	11/01/2007	M	5,000	12/12/2002	12/12/2011	Common Stock	5,000
	\$ 72.0625	11/01/2007	11/01/2007	M	3,500	12/07/2001	12/07/2010		3,500

Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CURRY WILLIAM 34 MAPLE STREET MILFORD, MA 01757-3696			VP & CORPORATE CONTROLLER	

Signatures

WILLIAM J
CURRY 11/01/2007

 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).

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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