

ORNELL JOHN A
Form 4
May 03, 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 *
ORNELL JOHN 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)

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2011

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

34 MAPLE STREET

(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) (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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/29/2011	04/29/2011	M		40,000	A	\$ 21.3899
Common Stock	04/29/2011	04/29/2011	M		40,000	A	\$ 38.99
Common Stock	04/29/2011	04/29/2011	M		50,000	A	\$ 47.12
Common Stock	04/29/2011	04/29/2011	M		50,000	A	\$ 32.12
Common Stock	04/29/2011	04/29/2011	S		19,602	D	\$ 98.009
							43,004
							83,004
							133,004
							183,004
							163,402

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Common Stock	04/29/2011	04/29/2011	S	40,000	D	\$ 97.856	123,402	D	
Common Stock	04/29/2011	04/29/2011	S	50,000	D	\$ 97.811	73,402	D	
Common Stock	04/29/2011	04/29/2011	S	20,398	D	\$ 97.978	53,004	D	
Common Stock	04/29/2011	04/29/2011	S	50,000	D	\$ 97.765	3,004	D	
Common Stock							6,357.41	I	By 401k Plan
Common Stock							3,000	I	By Daughters
Common Stock							5,237.21	I	By Esppp

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

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(9-02)

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 or Number of Shares
Stock Option (Right to Buy)	\$ 21.3899	04/29/2011	04/29/2011	M		40,000		12/30/2003	12/30/2012	Common Stock	40,000
Stock Option (Right to Buy)	\$ 38.99	04/29/2011	04/29/2011	M		40,000		12/02/2006	12/02/2015	Common Stock	40,000
Stock Option (Right to Buy)	\$ 47.12	04/29/2011	04/29/2011	M		50,000		12/08/2005	12/08/2014	Common Stock	50,000

Buy)

Stock

Option (Right to Buy)	\$ 32.12	04/29/2011	04/29/2011	M	50,000	12/11/2004	12/11/2013	Common Stock	50,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORNELL JOHN A 34 MAPLE STREET MILFORD, MA 01757			CFO	

Signatures

/s/ John Ornell 05/03/2011

__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. 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.