

Kelly Terrence P  
Form 4  
December 12, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kelly Terrence P

(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)  
12/10/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP, President TA Instruments

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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	12/10/2018	12/10/2018	M		5,066	A \$ 128.93	9,541	D	
Common Stock	12/10/2018	12/10/2018	S		5,066	D \$ 190	4,475	D	
Common Stock	12/10/2018	12/10/2018	M		710	A \$ 139.51	5,185	D	
Common Stock	12/10/2018	12/10/2018	S		710	D \$ 190.03	4,475	D	
Common Stock	12/10/2018	12/10/2018	M		706	A \$ 98.21	5,181	D	

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Common Stock	12/10/2018	12/10/2018	S	706	D	\$ 190.03	4,475	D	
Common Stock	12/11/2018	12/11/2018	M	3,294	A	\$ 98.21	7,769	D	
Common Stock	12/11/2018	12/11/2018	S	3,294	D	\$ 190.93	4,475	D	
Common Stock	12/11/2018	12/11/2018	M	5,400	A	\$ 113.36	9,875	D	
Common Stock	12/11/2018	12/11/2018	S	5,400	D	\$ 190.57	4,475	D	
Common Stock	12/11/2018	12/11/2018	M	3,423	A	\$ 139.51	7,898	D	
Common Stock	12/11/2018	12/11/2018	S	3,423	D	\$ 190.93	4,475	D	
Common Stock	12/11/2018	12/11/2018	S	2,429	D	\$ 186.76	2,046	D	
Common Stock	12/11/2018	12/11/2018	G V	100	D	\$ 0	1,946	D	
Common Stock							160.6387	I	by ESPP

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)

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	Am or Nur of S
Stock Option (Right to Buy)	\$ 189.54	12/10/2018		A	13,662	12/10/2019 <sup>(1)</sup> 12/10/2028	Common Stock	13
Stock Option	\$ 128.93	12/10/2018	12/10/2018	M	5,066	12/09/2016 12/09/2025	Common Stock	5,

(Right to  
Buy)

Stock

Option  
(Right to  
Buy)

\$ 139.51

12/10/2018

12/10/2018

M

710

12/09/2017

12/09/2026

Common  
Stock

7

Stock

Option  
(Right to  
Buy)

\$ 98.21

12/10/2018

12/10/2018

M

706

12/06/2014

12/06/2023

Common  
Stock

7

Stock

Option  
(Right to  
Buy)

\$ 98.21

12/11/2018

12/11/2018

M

3,294

12/06/2014

12/06/2023

Common  
Stock

3,

Stock

Option  
(Right to  
Buy)

\$ 113.36

12/11/2018

12/11/2018

M

5,400

12/11/2015

12/11/2024

Common  
Stock

5,

Stock

Option  
(Right to  
Buy)

\$ 139.51

12/11/2018

12/11/2018

M

3,423

12/09/2017

12/09/2026

Common  
Stock

3,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Terrence P 34 MAPLE STREET MILFORD, MA 01757			SVP, President TA Instruments	

## Signatures

/s/ Terrence P  
Kelly 12/12/2018

\*\*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) These options vest 20% per annum for a 5 y ear period beginning on December 10, 2019.

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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