

CALDWELL PHILIP  
Form 4  
January 24, 2003

## 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.

Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, S  
17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h)  
Investment Company Act of 1940

#### OMB APPROVAL

OMB Number: 3235-0287

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(Print or Type Responses)

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1. Name and Address of Reporting Person\*

Caldwell Philip

2. Issuer Name **and** Ticker or Trading Symbol

Waters Corp.  
WAT

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

(Last)

(First)

(Middle)

34 Maple Street

3. I.R.S. Identification

Number of Reporting  
Person, if an entity  
(voluntary)

4. Statement for Month/Day/Year

01/22/03

(Street)

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Milford  
MA  
01757

5. If Amendment, Date of Original (Month/Day/Year)

7. 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

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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

107,128  
I  
In trust for wife



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)

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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 Exerciseable and Expiration Date

(Month/Day/Year)

7.  
Title and Amount of Underlying Securities

(Instr. 3 and 4)

8.  
Price of Derivative Security

(Instr. 5)

9.  
Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)

10.  
Ownership Form of Derivative Securities: Direct (D) or Indirect (I)

(Instr. 4)

11.  
Nature of Indirect Beneficial Ownership

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(Instr. 4)

Code  
V  
(A)  
(D)  
Date Exercisable  
Expiration Date  
Title  
Amount or Number of Shares

Phantom Stock Units  
1  
01/22/03  
  
A  
  
36.06  
  
01/22/03  
2  
Common Stock  
36.06  
  
36.06  
D





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Explanation of Responses:

1. COMMON STOCK UNITS ARE CONVERTIBLE INTO COMMON STOCK SHARES ON A ONE
2. UPON RESIGNATION AS DIRECTOR

/S/ PHILIP CALDWELL

12/10/2002

\*\*Signature of Reporting Person

Date

Reminder:

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Report on a separate line for each class of securities beneficially owned directly or

\*

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

**Additional Comments:**