

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-08-12** | Period of Report: **2004-08-09**
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([HTML Version](#) on secdatabase.com)

REPORTING OWNER

BERTHIAUME DOUGLAS A

CIK: **1082257** | State of Incorp.: **MA** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-14010** | Film No.: **04969178**

Mailing Address
34 MAPLE STREET
MILFORD MA 01757

Business Address
34 MAPLE STREET
MILFORD MA 01757

ISSUER

WATERS CORP /DE/

CIK: **1000697** | IRS No.: **133668640** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **3826** Laboratory analytical instruments

Mailing Address
34 MAPLE STREET
MILFORD MA 01757

Business Address
34 MAPLE ST
MILFORD MA 01757
5084782000

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

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

1. Name and Address of Reporting Person BERTHIAUME DOUGLAS A			2. Issuer Name and Ticker or Trading Symbol WATERS CORP /DE/ [WAT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2004			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
34 MAPLE STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								560,831.99	I	By Limited Partnership Interests
Common Stock								69,000	I	By wife
Common Stock								34,651.7	I	By 401K
Common Stock								25,252	I	By Family Trust
Common Stock	08/09/2004	08/09/2004	G		3,134	D	\$ 0	1,424,416	D	
Common Stock	08/10/2004	08/10/2004	M		100,000	A	\$4.07	1,524,416	D	
Common Stock	08/10/2004	08/10/2004	S		100,000	D	\$40.4101	1,424,416	D	
Common Stock	08/10/2004	08/10/2004	M		100,000	A	\$4.07	1,524,416	D	
Common Stock	08/10/2004	08/10/2004	S		100,000	D	\$40.4268	1,424,416	D	
Common Stock	08/10/2004	08/10/2004	M		100,000	A	\$4.07	1,524,416	D	
Common Stock	08/10/2004	08/10/2004	S		100,000	D	\$40.4407	1,424,416	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Stock Option (Right to Buy)	\$4.07	08/10/2004	08/10/2004	<u>M</u>			100,000	08/18/2004	08/18/2004	Common Stock	100,000	\$4.07	2,202,560	D
Stock Option (Right to Buy)	\$4.07	08/10/2004	08/10/2004	<u>M</u>			100,000	08/18/2004	08/18/2004	Common Stock	100,000	\$4.07	2,102,560	D
Stock Option (Right to Buy)	\$4.07	08/10/2004	08/10/2004	<u>M</u>			100,000	08/18/2004	08/18/2004	Common Stock	100,000	\$4.07	2,002,560	D

Signatures

Douglas Berthiaume

** Signature of Reporting Person

08/10/2004

Date

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

* 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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