

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**
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REPORTING OWNER

GLIMCHER LAURIE H M.D.

CIK: **1255051**

Type: **4** | Act: **34** | File No.: **001-14010** | Film No.: **13550406**

Mailing Address
*WEILL CORNELL MED
COLLEGE, CORNELL UNIV
1300 YORK AVENUE, F-113
NEW YORK NY 10065*

ISSUER

WATERS CORP /DE/

CIK: **1000697** | IRS No.: **133668640** | State of Incorporation: **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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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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 GLIMCHER LAURIE H M.D.			2. Issuer Name and Ticker or Trading Symbol WATERS CORP/DE/ [WAT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2013			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	01/25/2013	01/25/2013	M		4,000	A	\$48.88	12,000	D	
Common Stock	01/25/2013	01/25/2013	S		4,000	D	\$91.89	8,000	D	
Common Stock	01/25/2013	01/25/2013	M		2,800	A	\$38.09	10,800	D	
Common Stock	01/25/2013	01/25/2013	S		2,800	D	\$91.84	8,000	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 Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)						Date Exercisable
Stock Option (Right to Buy)	\$48.88	01/25/2013	01/25/2013	M		4,000	01/03/2008	01/03/2017	Common Stock	4,000	\$ 0	0	D	
Stock Option	\$38.09	01/25/2013	01/25/2013	M		2,800	01/02/2010	01/02/2019	Common Stock	2,800	\$ 0	700	D	

(Right
to Buy)

Signatures

/s/ Dr. Laurie H. Glimcher

** Signature of Reporting Person

01/28/2013

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.