

TERRICCIANO DAVID
 Form 4
 December 18, 2017

FORM 4

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

OMB APPROVAL

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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 *
TERRICCIANO DAVID

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)
 34 MAPLE STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Global Operations

MILFORD, MA 01757

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

(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	12/15/2017	12/15/2017	M		6,000	A	\$ 87.06 9,173
Common Stock	12/15/2017	12/15/2017	S		6,000	D	\$ 197.47 3,173
Common Stock	12/15/2017	12/15/2017	M		2,900	A	\$ 98.21 6,073
Common Stock	12/15/2017	12/15/2017	S		2,900	D	\$ 197.34 3,173
Common Stock	12/15/2017	12/15/2017	M		4,200	A	\$ 113.36 7,373

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Common Stock	12/15/2017	12/15/2017	S	4,200	D	\$ 197.73	3,173	D
Common Stock	12/15/2017	12/15/2017	M	3,940	A	\$ 128.93	7,113	D
Common Stock	12/15/2017	12/15/2017	S	3,940	D	\$ 197.71	3,173	D
Common Stock	12/15/2017	12/15/2017	M	1,200	A	\$ 117.68	4,373	D
Common Stock	12/15/2017	12/15/2017	S	1,200	D	\$ 197.02	3,173	D
Common Stock	12/15/2017	12/15/2017	M	3,757	A	\$ 139.51	6,930	D
Common Stock	12/15/2017	12/15/2017	S	3,757	D	\$ 197.46	3,173	D

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

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 control number.

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 87.06	12/15/2017	12/15/2017	M	6,000	12/11/2013 12/11/2022	Common Stock	6,000
Stock Option (Right to Buy)	\$ 98.21	12/15/2017	12/15/2017	M	2,900	12/06/2014 12/06/2023	Common Stock	2,900
Stock Option	\$ 113.36	12/15/2017	12/15/2017	M	4,200	12/11/2015 12/11/2024	Common Stock	4,200

