WATERS CORP /DE/

Form 4

November 13, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** BERENDT MICHAEL J			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
		WATER	S CORP	/DE/ [WAT]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction				
			(Month/Da	ay/Year)		_X_ Director	109		
34 MAPLE S	STREET		11/11/20	800		Officer (give below)	titleOth below)	er (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line)			
						X Form filed by			
MILFORD,	MA 01757					Form filed by M Person	viore than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative Securities Acq	uired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security	2. Transaction I (Month/Day/Ye			3. Transactio	4. Securities Acquired on(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct		

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dispose	ed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Code (D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
				(A)		Transaction(s)		
			Code V	or Amount (D)	Price	(Instr. 3 and 4)		
Common Stock	11/11/2008	11/11/2008	M	4,000 A	\$ 19.5	9,000	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	(Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)		Secu Acqu (A) o Disp (D)	rities nired or osed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.5	11/11/2008	11/11/2008	M		4,000	12/01/1999	12/01/2008	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
BERENDT MICHAEL J 34 MAPLE STREET MILFORD, MA 01757	X						

Signatures

/s/ Michael J

Berendt 11/12/2008

**Signature of Person

Date

Reporting Person

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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