BERENDT MICHAEL J

Form 4 May 16, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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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

(Print or Type Responses)

1(b).

(Last)

(City)

(Instr. 3)

Common

Stock

1. Name and Address of Reporting Person * BERENDT MICHAEL J

(Zip)

(First) (Middle)

34 MAPLE STREET

(Street)

05/15/2013

Symbol

4. If Amendment, Date Original Filed(Month/Day/Year)

WATERS CORP /DE/ [WAT] 3. Date of Earliest Transaction (Month/Day/Year)

2. Issuer Name and Ticker or Trading

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

X_ Director

Other (specify Officer (give title below)

(Check all applicable)

10% Owner

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

MILFORD, MA 01757

1.Title of 2. Transaction Date 2A. Deemed Security

(State)

05/15/2013

4. Securities Acquired (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

(Month/Day/Year) (Instr. 8)

> (A) Code V Amount (D)

S

Price 4,000 D 98.785

5. Amount of Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect (I)

7. Nature of Indirect Beneficial Ownership

(Instr. 4)

(Instr. 4)

Transaction(s) (Instr. 3 and 4)

17,500

D

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

05/15/2013

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(9-02)

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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exercis | | 7. Title and | 8. Price of | 9. Nu |
|--------------------------------------|---|---------------------|---|---------------------------------|--|-----------------|--------------------|---|--------------------------------------|---|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transacti Code (Instr. 8) | orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Amount of Underlying Securities (Instr. 3 and 4) | Derivative Security (Instr. 5) | Deriv Secur Bene Own Follo Repo Trans (Instr |
| | | | | Code V | ĺ | | Expiration Date | Title Amour or Numbe of Shares | er | |

Reporting Owners

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

Signatures

/s/ Michael J
Berendt 05/16/2013

**Signature of Reporting Person Date

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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