WATERS CORP /DE/

Form 4

August 24, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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may continue.

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CAPUTO ARTHUR G Issuer Symbol WATERS CORP /DE/ [WAT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 34 MAPLE STREET 08/22/2007 below) EVP and President, Waters Div (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MILFORD, MA 01757-3696 Person

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Securities Acquire	ed, Disposed of, o	or Beneficially	Owned			
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A) or	5. Amount of	6.	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transaction	orDisposed of (D)	Securities	Ownership	Indirect			
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial			
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership			
					Following	or Indirect	(Instr. 4)			
				(4)	Reported	(I)				

(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price

Common 475,734 D Stock

BY 401K Common $I^{(1)}$ 101,953.05 D 08/22/2007 08/22/2007 I Stock **PLAN**

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)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number	Number		
						LACICISAUIC			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CAPUTO ARTHUR G 34 MAPLE STREET MILFORD, MA 01757-3696

EVP and President, Waters Div

Signatures

ARTHUR G 08/22/2007 **CAPUTO**

**Signature of 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).
- The reporting person re-allocated assets within the Waters 401(K) Plan by divesting his shares in the Waters Stock Fund and re-allocating to other investment vehicles in the Plan

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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