#### Edgar Filing: WATERS CORP /DE/ - Form 4

WATERS CO	DRP /DE/							
Form 4								
July 26, 2006								PPROVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287
Subject to Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWN SECURITIES				Expires: January 3 200 Estimated average burden hours per response 0	
obligation may contin <i>See</i> Instruct 1(b).	s Section 17(	(a) of the Public 30(h) of the	Utility Hold	ling Com	pany Act o	f 1935 or Sectio	'n	
(Print or Type R	esponses)							
1. Name and Ac CONARD E	Symbo	2. Issuer Name <b>and</b> Ticker or Trading Symbol WATERS CORP /DE/ [WAT]			5. Relationship of Reporting Person(s) to Issuer			
(Last)		3. Date of Earliest Transaction			(Check all applicable)			
34 MAPLE S	(Month	(Month/Day/Year) 07/24/2006			X Director Officer (give below)	title $\frac{10\%}{\text{below}}$ title	b Owner er (specify	
		nendment, Da Ionth/Day/Year	-		<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
MILFORD, 1	MA 01757					Form filed by M Person	More than One Re	eporting
(City)	(State)	(Zip) Ta	ble I - Non-D	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year)		Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D)	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)
Common Stock						7,000	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.

 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	3. Transaction Date (Month/Day/Year)		Code	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date	6. Date Exercisable and Expiration Date7. Title and Amou Underlying Securi (Instr. 3 and 4)		Securities	8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	07/24/2006	07/24/2006	А	59.71	07/24/2006	(2)	Common Stock	59.71	9

# **Reporting Owners**

Reporting Owner Name / Addres	s	Relationships					
	Director	10% Owner	Officer	Other			
CONARD EDWARD 34 MAPLE STREET MILFORD, MA 01757	Х						
Signatures							
/s/ Edward Conard	07/24/2006						

<u>\*\*</u>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).
- (1) Common stock units are convertible to common stock shares on a one to one ratio
- (2) Upon resignation as Director

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.