Edgar Filing: MILLER WILLIAM J - Form 4

Form 4	LLIAM J									
January 05, 2									PPROVAL	
FORM	UNITEDS	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								
Check this if no long subject to Section 16 Form 4 or	er STATEM 5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31, 2005 Estimated average burden hours per response 0.5	
Form 5 obligation may conti <i>See</i> Instru 1(b).	s Section 17(a	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 R	esponses)									
1. Name and Ad MILLER WI	Symbol	-				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M		WATERS CORP /DE/ [WAT] 3. Date of Earliest Transaction (Check					k all applicable)		
34 MAPLE S	(Month/D	(Month/Day/Year) 01/03/2006				X_ Director 10% Owner Officer (give title Other (specify below)				
				. If Amendment, Date Original ïled(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 		
MILFORD,	MA 01757-3696						Form filed by M Person	More than One R	eporting	
(City)	(State) (2	Zip) Tabl	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	on Date, if Transacti Code		ties (A) c of (D 4 and)	Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	01/03/2006	01/03/2006	А	1,000 (1)	А	\$0	3,000	D		
Reminder: Repo	ort on a separate line f	for each class of secu	rities benefi	cially own	ed dire	ectly 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 38.1	01/03/2006	01/03/2006	А	4,000	01/03/2007(2)	01/03/2016	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address		Relationships						
I O	Director	10% Owner	Officer	Other				
MILLER WILLIAM J 34 MAPLE STREET MILFORD, MA 01757-	3696	Х						
Signatures								
WILLIAM								
MILLER 01/0)3/2006						
<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) Grant of shares of common stock subject to restrictions that lapse January 30, 2009.

(2) Options vest 20% per annum for a 5 year period commencing on 01/03/2007

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.