## Edgar Filing: BEKENSTEIN JOSHUA - Form 4

BEKENSTE	IN JOSHUA									
Form 4										
May 25, 200	6									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL			
	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549						OMB Number:	3235-0287		
Check th		0	8 /			Expires: Janu	January 31,			
if no longer subject to STATEMENT OF			IANGES IN B	BENEFI	CIAL O	WNERSHIP OF	Expires: 20 Estimated average			
Section 1	SECURI	SECURITIES			burden hours per					
Form 4 o							response	0.5		
Form 5 obligation	<b>n</b> c <b>*</b>					nge Act of 1934,				
may cont			•	•	• •	of 1935 or Section	1			
See Instru 1(b).	uction	30(n) of th	e Investment (	Compan	y Act of 1	940				
(Print or Type I	Responses)									
1. Name and Address of Reporting Person <u>*</u> BEKENSTEIN JOSHUA			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			TERS CORP	/DE/[W	AT	(Check all applicable)				
(Last)	(First) (N		ate of Earliest Tra	nsaction						
			(Month/Day/Year)			X_ Director 10% Owner Officer (give title Other (specify				
34 MAPLE	SIKEEI	05/2	23/2006			below)	below)	(speeny		
(Street)		4. If	4. If Amendment, Date Original			6. Individual or Joi	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line)	•••			
						_X_ Form filed by O Form filed by M				
MILFORD,	MA 01757-3696					Person		porting		
(City)	(State)	(Zip)	Table I - Non-De	erivative S	Securities A	cquired, Disposed of,	or Beneficiall	y Owned		
1.Title of	2. Transaction Date		on Date, if Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Ownership Indir Form: Direct Bene	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution Date any				) Securities Beneficially		Indirect Beneficial		
(Instr. 5)		(Month/Day/Ye				Owned		Ownership		
						Following	Indirect (I)	(Instr. 4)		
					(A)	Reported Transaction(s)	(Instr. 4)			
			Code V	Amount	Oľ (D) Dri	(Instr. 3 and 4)				
Common					(D) Prie					
Stock	05/23/2006	05/23/2006	M	4,000	A $\frac{\Phi}{8.55}$	25 11,000	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	ionof Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 8.5525	05/23/2006	05/23/2006	М		4,000	05/24/1997	05/24/2006	Common Stock	4,000	\$

## **Reporting Owners**

<b>Reporting Owner Name / Addres</b>	5S	Relationships					
I B	Director	10% Owner	Officer	Other			
BEKENSTEIN JOSHUA 34 MAPLE STREET MILFORD, MA 01757-3696	Х						
Signatures							
JOSHUA BEKENSTEIN	05/23/2006						
<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) These options granted under the Waters Corporation Non-Employee Director Stock Plan, vested at 20% per year for a period of 5 years, beginning on May 24, 1997 and expiring on May 24, 2006.

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.