

Kelly Terrence P
 Form 4
 December 12, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
 Kelly Terrence P

(Last) (First) (Middle)
 34 MAPLE STREET
 (Street)

MILFORD, MA 01757

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 WATERS CORP /DE/ [WAT]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/10/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, President TA Instruments

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 12/10/2018 | 12/10/2018 | M | 5,066 A | \$ 128.93 | 9,541 | D |
| Common Stock | 12/10/2018 | 12/10/2018 | S | 5,066 D | \$ 190 | 4,475 | D |
| Common Stock | 12/10/2018 | 12/10/2018 | M | 710 A | \$ 139.51 | 5,185 | D |
| Common Stock | 12/10/2018 | 12/10/2018 | S | 710 D | \$ 190.03 | 4,475 | D |
| Common Stock | 12/10/2018 | 12/10/2018 | M | 706 A | \$ 98.21 | 5,181 | D |

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| | | | | | | | | | |
|--------------|------------|------------|-----|-------|---|-----------|----------|---|---------|
| Common Stock | 12/10/2018 | 12/10/2018 | S | 706 | D | \$ 190.03 | 4,475 | D | |
| Common Stock | 12/11/2018 | 12/11/2018 | M | 3,294 | A | \$ 98.21 | 7,769 | D | |
| Common Stock | 12/11/2018 | 12/11/2018 | S | 3,294 | D | \$ 190.93 | 4,475 | D | |
| Common Stock | 12/11/2018 | 12/11/2018 | M | 5,400 | A | \$ 113.36 | 9,875 | D | |
| Common Stock | 12/11/2018 | 12/11/2018 | S | 5,400 | D | \$ 190.57 | 4,475 | D | |
| Common Stock | 12/11/2018 | 12/11/2018 | M | 3,423 | A | \$ 139.51 | 7,898 | D | |
| Common Stock | 12/11/2018 | 12/11/2018 | S | 3,423 | D | \$ 190.93 | 4,475 | D | |
| Common Stock | 12/11/2018 | 12/11/2018 | S | 2,429 | D | \$ 186.76 | 2,046 | D | |
| Common Stock | 12/11/2018 | 12/11/2018 | G V | 100 | D | \$ 0 | 1,946 | D | |
| Common Stock | | | | | | | 160.6387 | I | by ESPP |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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. Transaction Code (Instr. 8) | 5. Number of 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 Security (Instr. 3 and 4) | Am or Nur of S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 189.54 | 12/10/2018 | | A | 13,662 | 12/10/2019 ⁽¹⁾ 12/10/2028 | Common Stock | 13 |
| Stock Option | \$ 128.93 | 12/10/2018 | 12/10/2018 | M | 5,066 | 12/09/2016 12/09/2025 | Common Stock | 5, |

(Right to Buy)

| | | | | | | | | | |
|-----------------------------|-----------|------------|------------|---|-------|------------|------------|--------------|----|
| Stock Option (Right to Buy) | \$ 139.51 | 12/10/2018 | 12/10/2018 | M | 710 | 12/09/2017 | 12/09/2026 | Common Stock | 7 |
| Stock Option (Right to Buy) | \$ 98.21 | 12/10/2018 | 12/10/2018 | M | 706 | 12/06/2014 | 12/06/2023 | Common Stock | 7 |
| Stock Option (Right to Buy) | \$ 98.21 | 12/11/2018 | 12/11/2018 | M | 3,294 | 12/06/2014 | 12/06/2023 | Common Stock | 3, |
| Stock Option (Right to Buy) | \$ 113.36 | 12/11/2018 | 12/11/2018 | M | 5,400 | 12/11/2015 | 12/11/2024 | Common Stock | 5, |
| Stock Option (Right to Buy) | \$ 139.51 | 12/11/2018 | 12/11/2018 | M | 3,423 | 12/09/2017 | 12/09/2026 | Common Stock | 3, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelly Terrence P 34 MAPLE STREET MILFORD, MA 01757 | | | SVP, President TA Instruments | |

Signatures

/s/ Terrence P
Kelly 12/12/2018

**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 vest 20% per annum for a 5 year period beginning on December 10, 2019.

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