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WATERS CORP /DE/
Form SC 13G/A
February 10, 2004

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

Waters Corp.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

941848103

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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.

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SEC 1745 (12-02)

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SCHEDULE 13G

CUSIP NO. 941848103

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
A I M Management Group Inc., on behalf of itself and its wholly-owned subsidiaries, A I M Advisors, Inc., A I M Capital Management, Inc., AIM Funds Management Inc., and AIM Private Asset Management, Inc.
I.D. NO. 74-1881407

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) _____
(b) _____

3. SEC Use Only _____

4. Citizenship or Place of Organization
Delaware

| | | |
|--------------|----|--------------------------|
| Number of | 5. | Sole Voting Power |
| Shares | | 9,717,650 |
| Beneficially | 6. | Shared Voting Power |
| Owned by | | -- |
| Each | 7. | Sole Dispositive Power |
| Reporting | | 9,717,658 |
| Person With: | 8. | Shared Dispositive Power |
| | | -- |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,717,658

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

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8.0%

12. Type of Reporting Person (See Instructions)

HC

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SCHEDULE 13G

Item 1(a) NAME OF ISSUER:
Waters Corp.

Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
34 Maple Street
Milford, MA 01757

Item 2(a) NAME OF PERSON FILING:
A I M Management Group Inc.

Item 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:
11 Greenway Plaza, Suite 100
Houston, Texas 77046

Item 2(c) CITIZENSHIP:
State of Delaware

Item 2(d) TITLE OF CLASS OF SECURITIES:
Common Stock, \$.01 par value per share

Item 2(e) CUSIP NUMBER:
941848103

Item 3 TYPE OF REPORTING PERSON:
Parent Holding Company, in accordance with section
240.13d-1(b) (1) (ii) (G)

Item 4(a) AMOUNT BENEFICIALLY OWNED AS OF DECEMBER 31, 2003:
9,717,658

Item 4(b) PERCENT OF CLASS:
8.0%

Item 4(c) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:
(i) Sole power to vote or to direct the vote:
9,717,658
(ii) Shared power to vote or to direct the vote:
N/A
(iii) Sole power to dispose or to direct the disposition of:
9,717,658
(iv) Shared power to dispose or to direct the disposition of:
N/A

Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:
N/A

Item 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:
N/A

Item 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:
A I M Advisors, Inc., A I M Capital Management, Inc., AIM Funds Management Inc., and AIM Private Asset Management, Inc., Investment Advisers registered under Section 203 of the Investment Advisers Act

Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:
N/A

Item 9 NOTICE OF DISSOLUTION OF A GROUP:
N/A

Item 10 CERTIFICATION:
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2004
Date

/s/ KEVIN M. CAROME

Signature

Kevin M. Carome
Senior Vice President,
Secretary and General Counsel
A I M Management Group Inc.

Name/Title

** Please call Jesse Frazier at (713) 214-4780 with questions regarding this filing.