WATERS CORP /DE/

Form 4

November 09, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Addr GLIMEHER L	^	ng Person *	2. Issuer Name and Ticker or Trading Symbol WATERS CORP /DE/ [WAT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
34 MAPLE STREET			(Month/Day/Year) 11/08/2007	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MILFORD, MA 01757-3696			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(State)

(Zip)

(City)

` •	,	` 1' I abi	ie 1 - Non-i	Derivative	Secu	riues Acqui	rea, Disposea oi,	or Beneficiali	y Ownea
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio			cquired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(.	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,		` '	Beneficially Owned	Form: Direct (D)	Beneficial Ownership
		(Wolldin Day) Tear)	(msu. o)		(4)		Following Reported	or Indirect (I)	(Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/08/2007	11/08/2007	M	3,000	A	\$ 38.4141	7,000	D	
Common Stock	11/08/2007	11/08/2007	S	3,000	D	\$ 74.7276	4,000	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Owned

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. Transactio Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities	88 I S ((
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 38.4141	11/08/2007	11/08/2007	M	3,000	01/02/2003	01/02/2012	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
GLIMEHER LAURIE H 34 MAPLE STREET MILFORD, MA 01757-3696	X						

Signatures

DR. LAURIE
GLIMCHER

**Signature of Reporting

Date

Person

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).

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.

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