WATERS CORP /DE/ Form 8-K October 14, 2005

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

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported)

October 13, 2005

Waters Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

01-14010

13-3668640

(Commission File Number)

(IRS Employer Identification No.)

34 Maple Street, Milford, Massachusetts (Address of Principal Executive Offices)

01757

(Zip Code)

(508) 478-2000

(Registrant s Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

o Written

communications

pursuant to

Rule 425 under

the Securities

Act (17 CFR

230.425)

o Soliciting

material

pursuant to

Rule 14a-12

under the

Exchange Act

(17 CFR

240.14a-12)

o Pre-commencement

communications

pursuant to

Rule 14d-2(b)

under the Exchange

Act (17 CFR

240.14d-2(b))

o Pre-commencement

communications

pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02 Results of Operations and Financial Condition

SIGNATURES

EX-99.1 Press Release dated October 13, 2005

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Item 2.02 Results of Operations and Financial Condition

The purpose of this Form 8-K is to inform the public and security holders of a press release regarding Waters Corporation revising third quarter 2005 sales and earnings outlook. A copy of the press release is attached as Exhibit 99.1.

(c) Exhibit

Exhibit 99.1 Waters Corporation press release dated October 13, 2005.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WATERS CORPORATION

Dated: October 14, 2005 By: /s/ John Ornell

Name: John Ornell

Title: Vice President, Finance and

Administration and Chief Financial

Officer