

BERTHIAUME DOUGLAS A
 Form 5
 February 13, 2007

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BERTHIAUME DOUGLAS A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

CHAIRMAN & CEO

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2006

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

6. Individual or Joint/Group Reporting (check applicable line)

MILFORD, MA 01757-3696

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) | Amount (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|-------|--|--|---|
| Common Stock | | | | | | | 2,384,337 | D | |
| Common Stock | | | | | | | 34,724.51 | I | BY 401K PLAN |
| Common Stock | | | | | | | 25,252 | I | BY FAMILY TRUST |
| Common Stock | 07/28/2006 | | G ⁽¹⁾ | | 197,972.85 | D | \$ 0 | I | By limited partnership |

interests ⁽³⁾

Common Stock 69,000 I By Wife

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

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SEC 2270 (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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E I S F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|-------------------------------------|--------------------------|--------------------------|----------------|
| | Director | 10% Owner | Officer | Other |
| BERTHIAUME DOUGLAS A 34 MAPLE STREET MILFORD, MA 01757-3696 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | CHAIRMAN & CEO |

Signatures

DOUGLAS A BERTHIAUME 02/13/2007

**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).
- (3) Each limited partnership interest is in the FLP. Following the transaction reported herein, the Reporting Person's wife holds a 2% general partnership interest in the FLP and a revocable trust for which the Reporting Person and his wife are the trustees holds a 40.63604% limited partnership interest in the FLP.
- (2) The Reporting Person disclaims beneficial ownership of all shares of the Issuer's Common Stock reported herein except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, or for any other purpose.

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- Upon termination of The Douglas Berthiaume Qualified Annuity Trust-2003 (the "QAT"), a trust for which the Reporting Person is the trustee, the QAT distributed a 23.26186% limited partnership interest in The Douglas and Diana M. Berthiaume Family Limited Partnership (the "FLP"), a limited partnership that owns 851,062 shares of the Issuer's Common Stock, to a beneficiary not attributable to the Reporting Person.
- (1)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.