

WATERS CORP /DE/  
Form 3  
February 11, 2016

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â Kelly Terrence P                        |         | (Month/Day/Year)                     | WATERS CORP /DE/ [WAT]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 02/10/2016                           |  |  |
| 34 MAPLE STREET                           |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>President, TA Instruments |  |
| MILFORD,Â MAÂ 01757                       |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 8,204   | D <u>(1)</u>   | Â   |
| Common Stock                    | 160.6387  | I  | by ESPP   |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

**Edgar Filing: WATERS CORP /DE/ - Form 3**

|                             | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares | Security  | Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|---------------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Stock Option (Right to Buy) | 12/09/2011 <sup>(2)</sup> | 12/09/2020      | Common Stock | 6,400                      | \$ 79.05  | D                                     | Â |
| Stock Option (Right to Buy) | 12/07/2012 <sup>(3)</sup> | 12/07/2021      | Common Stock | 12,800                     | \$ 79.15  | D                                     | Â |
| Stock Option (Right to Buy) | 12/11/2013 <sup>(4)</sup> | 12/11/2022      | Common Stock | 19,200                     | \$ 87.06  | D                                     | Â |
| Stock Option (Right to Buy) | 12/06/2014 <sup>(5)</sup> | 12/06/2023      | Common Stock | 16,000                     | \$ 98.21  | D                                     | Â |
| Stock Option (Right to Buy) | 12/11/2015 <sup>(6)</sup> | 12/11/2024      | Common Stock | 27,000                     | \$ 113.36 | D                                     | Â |
| Stock Option (Right to Buy) | 12/09/2016 <sup>(7)</sup> | 12/09/2025      | Common Stock | 25,330                     | \$ 128.93 | D                                     | Â |

## Reporting Owners

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

## Signatures

/s/ Terrence P Kelly  
02/11/2016

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 10,182 Restricted Stock Units vest 20% per annum for a 5 year period beginning December 6, 2014. A total of 1,978 shares of common stock representing taxes were withheld at vesting dates December 6, 2014 and December 6, 2015.
  - (2) The grant of 32,000 options vested 20% per annum for a 5 year period beginning on December 9, 2011.
  - (3) The grant of 32,000 options vest 20% per annum for a 5 year period beginning on December 7, 2012.
  - (4) The grant of 32,000 options vest 20% per annum for a 5 year period beginning on December 11, 2013.
  - (5) The grant of 20,000 options vest 20% per annum for a 5 year period beginning on December 6, 2014.
  - (6) These options vest 20% per annum for a 5 year period beginning on December 11, 2015.
  - (7) These options vest 20% per annum for a 5 year period beginning on December 9, 2016.

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.