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 *
Â Khanna Rohit
(Last) (First) (Middle)

34 MAPLE STREET
(Street)

MILFORD,Â MAÂ 01757
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/10/2016

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Sr VP, Applied Technology

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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	7,891	D (1)	Â

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

SEC 1473 (7-02)

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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	12/11/2008(2)	12/11/2017	Common Stock	15,000	$ 77.94	D	Â
Stock Option (Right to Buy)	12/09/2010(3)	12/09/2019	Common Stock	10,000	$ 59.44	D	Â
Stock Option (Right to Buy)	12/09/2011(4)	12/09/2020	Common Stock	20,000	$ 79.05	D	Â
Stock Option (Right to Buy)	12/07/2012(5)	12/07/2021	Common Stock	23,000	$ 79.15	D	Â
Stock Option (Right to Buy)	12/11/2013(6)	12/11/2022	Common Stock	23,000	$ 87.06	D	Â
Stock Option (Right to Buy)	12/06/2014(7)	12/06/2023	Common Stock	16,000	$ 98.21	D	Â
Stock Option (Right to Buy)	12/11/2015(8)	12/11/2024	Common Stock	25,000	$ 113.36	D	Â
Stock Option (Right to Buy)	12/09/2016(9)	12/09/2025	Common Stock	23,454	$ 128.93	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khanna Rohit 34 MAPLE STREET MILFORD,Â MAÂ 01757	Â	Â	Â Sr VP, Applied Technology	Â

Signatures

/s/ Rohit Khanna	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 on December 6, 2014. A total of 1,814 shares of common stock representing taxes were withheld at vesting dates December 6, 2014 and December 6, 2015.

(2) These options vested 20% per annum for a 5 year period beginning on December 11, 2008.

(3) The grant of 20,000 options vested 20% per annum for a 5 year period beginning on December 9, 2010.

(4) These options vest 20% per annum for a 5 year period beginning on December 9, 2011.

(5) These options vest 20% per annum for a 5 year period beginning on December 7, 2012.

(6) These options vest 20% per annum for a 5 year period beginning on December 11, 2013.

(7) These options vest 20% per annum for a 5 year period beginning on December 6, 2014.

(8) These options vest 20% per annum for a 5 year period beginning on December 11, 2015.

(9) 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.
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