#### Edgar Filing: MAZAR BRIAN K - Form 4

MAZAR BF Form 4 November 2											
FORM										PPROVAL	
	• • UNITEI	) STATES	ES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the 30(h			F CHAN	GES IN I SECUR 5(a) of the ility Hold	Expires:January 3Expires:200Estimated averageburden hours perresponse0						
1(b).											
(Print or Type ]	Responses)										
1. Name and Address of Reporting Person <u>*</u> MAZAR BRIAN K			2. Issuer Name <b>and</b> Ticker or Trading Symbol WATERS CORP /DE/ [WAT]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 11/15/2004				(Check all applicable) <u>X</u> Director <u>10%</u> Owner <u>X</u> Officer (give title <u>Other (specify below)</u> Sr. VP							
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>					
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Aco	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any	med n Date, if Day/Year)	Code	on(A) or Dis (D)	sposed	l of	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	11/15/2004	11/15/2	2004	G	12,000	D	\$0	259,484	D		
Common Stock								144,948	I	by Childrens Trust	
Common Stock								39,578.63	I	by 401K Plan	
Common Stock								10,887	I	by ESPP	
Common Stock	11/15/2004	11/15/2	2004	G <u>(1)</u>	12,000	А	\$0	48,000	I	by GST Trust	

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

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 Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I. S.	Director	10% Owner	Officer	Other			
MAZAR BRIAN K							
			Sr. VP				

#### **Signatures**

Brian Mazar 11/15/2004 <u>\*\*</u>Signature of Date Reporting 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).
- (1) Gift to GST Trust, a trustee of which is the reporting person's spouse and the beneficiaries of which are the reporting person's grandchildren and children

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.