WATERS CORP /DE/

Form 4 May 19, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

3,000

Ι

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

05/17/2005

(Print or Type Responses)

1. Name and Address of Reporting Person *

SALICE TH	Symbol	Symbol				Issuer				
			ERS CORF	P/DE/ [V	VAT:]	(Ch	neck all applicab	ole)	
(Last)	(First) (N		3. Date of Earliest Transaction							
34 MAPLE STREET			(Month/Day/Year) 05/17/2005				X Director 10% Owner Officer (give title Other (specify			
J4 WIAI LL	STREET	03/1//	2003				below)	below)	`1 ,	
(Street)		4. If An	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Filed(M	onth/Day/Year	.)			Applicable Line) X Form filed b		Person	
MILFORD,						_X_ 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									ally Owned	
1.Title of		Cransaction Date 2A. Deemed 3. 4. Securities Acquired		-		6.	7. Nature of			
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction Code	· () · · · · · · · · · · · · · · · · ·		Securities Beneficially	Ownership Form: Direct	Indirect Beneficial		
(,		(Month/Day/Year		(Instr. 3, 4 and 5)		Owned	(D) or	Ownership		
							Following Reported	Indirect (I) (Instr. 4)	(Instr. 4)	
					(A) or		Transaction(s)	(
			Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock							35,500	D		
Common						\$	(1)	_	by Family	
Stock	05/17/2005	05/17/2005	A	1,600	A	\$ 38.4	1,600 <u>(1)</u>	I	Charitable Trust	
Common						¢			by Family	
Common Stock	05/17/2005	05/17/2005	A	1,600	A	\$ 38.5	3,200 (1)	I	Charitable	
Stock						20.3			Trust	

3.000

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

05/17/2005

by Rollover

IRA

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SEC 1474 (9-02)

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. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

SALICE THOMAS P
34 MAPLE STREET X
MILFORD, MA 01757

Signatures

/s/ Thomas P. 05/17/2005

**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).

The reporting person is a trustee of the Family Charitable Trust, but disclaims beneficial ownership of these securities, and this report

(1) shall not be deemed an admission that the reporting person is the beneficial owner of such securities for puposes of Section 16 or for any other purpose.

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.

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