

WATERS CORP /DE/  
Form 3  
February 11, 2016

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

OMB APPROVAL

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**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 and Ticker or Trading Symbol  |  |
| Â Khanna Rohit                            |         | (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>Sr VP, Applied Technology |  |
| 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                    | 7,891   | D <sup>(1)</sup>   | 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  |   |

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|                             |                           |            |              | Shares |           | (I)<br>(Instr. 5) |   |
|-----------------------------|---------------------------|------------|--------------|--------|-----------|-------------------|---|
| Stock Option (Right to Buy) | 12/11/2008 <sup>(2)</sup> | 12/11/2017 | Common Stock | 15,000 | \$ 77.94  | D                 | Â |
| Stock Option (Right to Buy) | 12/09/2010 <sup>(3)</sup> | 12/09/2019 | Common Stock | 10,000 | \$ 59.44  | D                 | Â |
| Stock Option (Right to Buy) | 12/09/2011 <sup>(4)</sup> | 12/09/2020 | Common Stock | 20,000 | \$ 79.05  | D                 | Â |
| Stock Option (Right to Buy) | 12/07/2012 <sup>(5)</sup> | 12/07/2021 | Common Stock | 23,000 | \$ 79.15  | D                 | Â |
| Stock Option (Right to Buy) | 12/11/2013 <sup>(6)</sup> | 12/11/2022 | Common Stock | 23,000 | \$ 87.06  | D                 | Â |
| Stock Option (Right to Buy) | 12/06/2014 <sup>(7)</sup> | 12/06/2023 | Common Stock | 16,000 | \$ 98.21  | D                 | Â |
| Stock Option (Right to Buy) | 12/11/2015 <sup>(8)</sup> | 12/11/2024 | Common Stock | 25,000 | \$ 113.36 | D                 | Â |
| Stock Option (Right to Buy) | 12/09/2016 <sup>(9)</sup> | 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<br>34 MAPLE STREET<br>MILFORD, MA 01757 | Â             | Â         | Â Sr VP, Applied Technology | Â     |

## Signatures

/s/ Rohit Khanna                      02/11/2016

\_\_Signature of                      Date  
Reporting Person

## 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.

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(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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