

WATERS CORP /DE/
Form 5
March 08, 2006

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
CAPUTO ARTHUR G

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
WATERS CORP /DE/ [wat]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

34 MAPLE STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP and President, Waters Div

MILFORD, MA 01757

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	09/07/1999	09/07/1999	G5	320	D	\$ 0	479,284 ⁽¹⁾	D	^
Common Stock	12/05/2000	12/05/2000	G5	550 ⁽²⁾	D	\$ 0	478,734 ⁽¹⁾	D	^
Common Stock	12/17/2004	12/17/2004	G5	3,000	D	\$ 0	475,734 ⁽¹⁾	D	^
Common Stock	12/05/2000	12/05/2000	G5	550	A	\$ 0	2,390 ⁽³⁾	I	By Daughters
	^	^	^	^	^	^	102,061.29	I	

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