

WATERS CORP /DE/
Form 10-Q/A
September 16, 2005

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
Amendment No. 1**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended July 2, 2005**

OR

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the transition period from _____ to _____.**

Commission File Number: 01-14010

WATERS CORPORATION

(Exact name of registrant as specified in the charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-3668640

(I.R.S. Employer Identification No.)

34 Maple Street

Milford, Massachusetts 01757

(Address of principal executive offices)

Registrant's telephone number, including area code: (508) 478-2000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days

Yes

No

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

Number of shares outstanding of the Registrant's common stock as of September 14, 2005: 111,241,448.

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**WATERS CORPORATION AND SUBSIDIARIES
QUARTERLY REPORT ON FORM 10-Q/A
FOR THE QUARTERLY PERIOD ENDED JULY 2, 2005**

INTRODUCTORY NOTE

Pursuant to Rule 12b-15 of the Rules and Regulations under the Securities Exchange Act of 1934, as amended, the following is an amendment on Form 10-Q/A of Waters Corporation for the quarterly period ended July 2, 2005. This amendment is being filed to amend (i) Part II, Item 4, Submission of Matters to a Vote of Security Holders, to report the results of the vote with respect to Proposal 3 (Amendment of 2003 Equity Incentive Plan) and Proposal 4 (Ratification and Approval of Management Incentive Plan) set forth therein and (ii) Part II, Item 6, Exhibits, to file new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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**WATERS CORPORATION AND SUBSIDIARIES
QUARTERLY REPORT ON FORM 10-Q/A
FOR THE QUARTERLY PERIOD ENDED JULY 2, 2005**

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Part II: OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

The Waters Corporation annual meeting of stockholders was held on May 4, 2005, at which the following matters were submitted to a vote of security holders:

- (1) the election of directors of the Company;
- (2) ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2005;
- (3) the amendment of the Company's 2003 Equity Incentive Plan pursuant to which the number of shares available for issuance thereunder shall be increased by 3,800,000 shares from 5,697,290 to 9,497,290; and
- (4) the ratification and approval of the Company's Management Incentive Plan.

As of March 15, 2005, the record date for that meeting, there were 117,741,488 shares of Waters Corporation common stock entitled to vote at the meeting. At that meeting, the holders of 102,568,783 shares were represented in person or by proxy, constituting a quorum. At that meeting, the vote with respect to the matters proposed to the stockholders was as follows:

Matter 1 Election of directors:

	FOR	WITHHELD	AGAINST	ABSTAIN
Joshua Bekenstein	98,104,369	4,464,414		
Michael J. Berendt, Ph.D.	100,411,640	2,157,143		
Douglas A. Berthiaume	97,837,255	4,731,528		
Edward Conard	93,114,246	9,454,537		
Laurie H. Glimcher, M.D.	100,407,736	2,161,047		
William J. Miller	98,224,637	4,344,146		
Thomas P. Salice	93,370,952	9,197,831		

Matter 2 Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2005:

FOR	100,927,093
AGAINST	805,283
ABSTAIN	836,407
NO-VOTE	

Matter 3 Amendment of 2003 equity incentive plan:

FOR	89,665,589
AGAINST	12,168,844
ABSTAIN	734,350
NO-VOTE	

Matter 4 Ratification and approval of management incentive plan:

FOR	95,567,082
AGAINST	6,149,952
ABSTAIN	851,749
NO-VOTE	

Item 6. Exhibits

Exhibit 31.1 Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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**WATERS CORPORATION AND SUBSIDIARIES
SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: September 16, 2005

Waters Corporation

/s/ John Ornell _____

John Ornell

Authorized Officer, Vice President, Finance and
Administration and Chief Financial Officer

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