

WATERS CORP /DE/
Form 4/A
November 09, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CURRY WILLIAM

(Last) (First) (Middle)

34 MAPLE STREET

(Street)

MILFORD, MA 01757-3696

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
11/05/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
VP & CORPORATE CONTROLLER

6. Individual or Joint/Group Filing(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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/01/2007	11/01/2007	M		6,000 (1) \$ 21.3899	6,300	D
Common Stock	11/01/2007	11/01/2007	M		4,000 \$ 23.0625	10,300	D
Common Stock	11/01/2007	11/01/2007	M		5,000 \$ 36.25	15,300	D
Common Stock	11/01/2007	11/01/2007	M		3,500 \$ 72.0625	18,800	D
Common Stock	11/01/2007	11/01/2007	S		6,000 (1) \$ 76.1003	12,800	D

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Common Stock	11/01/2007	11/01/2007	S	3,500	D	\$ 76.1486	9,300	D	
Common Stock	11/01/2007	11/01/2007	S	5,000	D	\$ 76.245	4,300	D	
Common Stock	11/01/2007	11/01/2007	S	4,000	D	\$ 76.3523	300	D	
Common Stock							951.36	I	401K
Common Stock							995	I	ESPP
Common Stock							160	I	IRA

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21.3899	11/01/2007	11/01/2007	M	6,000	12/30/2003 12/30/2012	Common Stock	6,000 <u>(1)</u>
Stock Option (Right to Buy)	\$ 23.0625	11/01/2007	11/01/2007	M	4,000	12/09/2000 12/09/2009	Common Stock	4,000
Stock Option (Right to Buy)	\$ 36.25	11/01/2007	11/01/2007	M	5,000	12/12/2002 12/12/2011	Common Stock	5,000

Stock Option (Right to Buy)	\$ 72.0625	11/01/2007	11/01/2007	M	3,500	12/07/2001	12/07/2010	Common Stock	3,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CURRY WILLIAM 34 MAPLE STREET MILFORD, MA 01757-3696			VP & CORPORATE CONTROLLER	

Signatures

WILLIAM J CURRY	11/06/2007
**Signature of Reporting Person	Date

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) Form amended to reflect the correct number of stock options exercised, acquired and sold as 6,000 rather than 10,000 as previously reported

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.