

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

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

6. Individual or Joint/Group Reporting (check applicable line)

MILFORD, MA 01757

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 Beneficial Ownership (Instr. 4)
Common Stock	09/07/1999	09/07/1999	G5	320	D	\$ 0	479,284 ⁽¹⁾	D	Â
Common Stock	12/05/2000	12/05/2000	G5	550 ⁽²⁾	D	\$ 0	478,734 ⁽¹⁾	D	Â
Common Stock	12/17/2004	12/17/2004	G5	3,000	D	\$ 0	475,734 ⁽¹⁾	D	Â
Common Stock	12/05/2000	12/05/2000	G5	550	A	\$ 0	2,390 ⁽³⁾	I	By Daughters
	Â	Â	Â	Â	Â	Â	102,061.29	I	

Common
Stock

By 401K
Plan

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAPUTO ARTHUR G 34 MAPLE STREET MILFORD, MA 01757	Â	Â	Â EVP and President, Waters Div	Â

Signatures

/s/ Arthur G. Caputo
03/08/2006
**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) The holdings reflected herein correctly state Mr. Caputo's holdings as of December 31, 2005. Mr. Caputo's March 2006 Form 4 inadvertently over-reported his ownership by the 3,770 shares being reported in this Form 5 filing resulting from these gifts.
 - (2) The reporting person gifted 275 shares each of company stock to 2 daughters.
 - (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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