

ORNELL JOHN A
Form 4/A
October 30, 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 *
ORNELL JOHN A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
34 MAPLE STREET

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2007

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
CFO

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
10/29/2007

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MILFORD, MA 01757-3696

(City) (State) (Zip)

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	10/26/2007	10/26/2007	M		47,600 A \$ 23.0625	47,604 ⁽¹⁾	D
Common Stock	10/26/2007	10/26/2007	M		9,400 A \$ 23.0625	57,004 ⁽¹⁾	D
Common Stock	10/26/2007	10/26/2007	M		3,000 A \$ 23.0625	60,004 ⁽¹⁾	D
Common Stock	10/26/2007	10/26/2007	S		9,400 D \$ 75.5312	50,604 ⁽¹⁾	D
Common Stock	10/26/2007	10/26/2007	S		47,600 D \$ 75.9503	3,004 ⁽¹⁾	D

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Common Stock	6,352.94	I	By 401K Plan
Common Stock	3,000	I	By Daughters
Common Stock	3,947	I	By ESPP

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option (Right to Buy)	\$ 23.0625	10/26/2007	10/26/2007	M	9,400	12/09/2000	12/09/2009	Common Stock	9,400
Stock Option (Right to Buy)	\$ 23.0625	10/26/2007	10/26/2007	M	47,600	12/09/2000	12/09/2009	Common Stock	47,600
Stock Option (Right to Buy)	\$ 23.0625	10/26/2007	10/26/2007	M	3,000	12/09/2000	12/09/2009	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORNELL JOHN A 34 MAPLE STREET			CFO	

MILFORD, MA 01757-3696

Signatures

JOHN ORNELL

10/26/2007

 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 retention of rather than the disposition of 3000 shares 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.

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