COLELLA GERARD G
Form 4
February 19, 2019

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COLELLA GERARD G

(Last) (First) (Middle)

2 TECH DRIVE

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MKS INSTRUMENTS INC [MKSI]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO, Director

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/15/2019		M		15,653.663	A	(1)	15,653.663	D	
Common Stock	02/15/2019		M		11,037.583	A	(1)	26,691.246	D	
Common Stock	02/15/2019		M		8,936	A	(1)	35,627.246	D	
Common Stock	02/15/2019		M		7,386	A	(1)	43,013.246	D	
Common Stock	02/15/2019		M		6,885	A	(1)	49,898.246	D	

Common Stock	02/15/2019		M	5,250	A	(1)	55,148.246	D	
Common Stock	02/15/2019		F(2)	24,488	D	$ 84.7	30,660.246	D	
Common Stock							60,000	I	By The Gerald G. Colella 2018 Grantor Trust
Common Stock							17,888	I	By The Gerald G. Colella Living Trust

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 Underlying (Instr. 3 and
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Restricted Stock Unit	(1)	02/15/2019		A		23,612.751		(3)	(3)	Common Stock
Restricted Stock Unit	(1)	02/15/2019		M			15,653.663	(4)	(4)	Common Stock
Restricted Stock Unit	(1)	02/15/2019		M			11,037.583	(5)	(5)	Common Stock
Restricted Stock Unit	(1)	02/15/2019		M			8,936	(6)	(6)	Common Stock
Restricted Stock Unit	(1)	02/15/2019		M			7,386	(7)	(7)	Common Stock
Restricted Stock Unit	(1)	02/15/2019		M			6,885	(8)	(8)	Common Stock
	(1)	02/15/2019		M			5,250	(9)	(9)	

Restricted Stock Unit	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLELLA GERARD G 2 TECH DRIVE ANDOVER, MA 01810	X		CEO, Director	

Signatures

/s/ M. Kathryn Rickards, attorney-in-fact	02/19/2019
**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) Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.

(2) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

(3) These RSUs vest in three equal annual installments commencing on February 15, 2020, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

(4) These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal annual installments beginning on February 15, 2017, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

(5) These RSUs vest in three equal annual installments commencing on February 15, 2017, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

(6) These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal annual installments beginning on February 15, 2018, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

(7) These RSUs vest in three equal annual installments commencing on February 15, 2018, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

(8) These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal annual installments beginning on February 15, 2019, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

(9) These RSUs vest in three equal annual installments commencing on February 15, 2019, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

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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