MKS INSTRUMENTS INC

Form 4

August 02, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Adda EMERSON EI	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MKS INSTRUMENTS INC [MKSI]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	DirectorX 10% Owner			
8000 W. FLORISSANT AVE.			07/31/2006	Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
ST LOUIS, MO 63136				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(Stata)	(7in)					

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	07/31/2006		S	94,675	D	\$ 20.7569 (1) (2)	5,058,799	I	Through a subsidiary
Common Stock	08/01/2006		S	50,114	D	\$ 20.0912 (3) (4)	5,008,685	I	Through a subsidiary
Common Stock							1,065,182	D	

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

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displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
EMERSON ELECTRIC CO 8000 W. FLORISSANT AVE. ST LOUIS, MO 63136		X					

Signatures

/s/ Timothy G. Westman, Assistant
Secretary

08/02/2006

**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).
- The sales were effected in multiple transactions, at varying prices, on July 31, 2006, as follows and as described in Footnote 2 below: 100 shares at \$20.48; 200 at \$20.50; 3,000 at \$20.52; 1,000 at \$20.53; 1,775 at \$20.54; 1,282 at \$20.55; 731 at \$20.56; 2,181 at \$20.57; 631 at \$20.58; 400 at \$20.59; 588 at \$20.60; 212 at \$20.61; 100 at \$20.64; 300 at \$20.65; 1,742 at \$20.66; 2,158 at \$20.67; 5,367 at \$20.68; 2,934 at \$20.69; 3,874 at \$20.70; 1,200 at \$20.71; 1,400 at \$20.72; 1,000 at \$20.73; 2,600 at \$20.74; and 4,500 at \$20.75.
- This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 3,300 shares at \$20.76; 4,365 at \$20.77; 4,335 at \$20.78; 2,200 at \$20.79; 3,087 at \$20.80; 3,400 at \$20.81; 6,040 at \$20.82; 8,260 at \$20.83; 4,000 at \$20.84; 2,110 at \$20.85; 2,491 at \$20.86; 4,510 at \$20.87; 1,700 at \$20.88; 1,531 at \$20.89; 1,168 at \$20.90; 1,100 at \$20.91; 100 at \$20.92; 300 at \$20.93; 100 at \$20.94; 603 at \$20.95; and 700 at \$21.00. The weighted average sales price for these transactions was \$20.7569 per share.
- The sales were effected in multiple transactions, at varying prices, on August 1, 2006, as follows and as described in Footnote 4 below: 200 shares at \$19.88; 200 at \$19.89; 200 at \$19.93; 300 at \$19.94; 800 at \$19.95; 200 at \$19.96; 1,110 at \$19.97; 1,900 at \$19.98; 2,847

 (3) at \$19.99; 5,053 at \$20.00; 2,200 at \$20.01; 1,300 at \$20.02; 1,378 at \$20.03; 3,182 at \$20.04; 2,504 at \$20.05; 2,300 at \$20.06; 1,060 at \$20.07; 780 at \$20.08; 900 at \$20.09; 4,400 at \$20.10; 1,200 at \$20.11; 2,500 at \$20.12; 1,200 at \$20.13; 1,900 at \$20.14; 400 at \$20.15; 300 at \$20.16; 370 at \$20.17; 230 at \$20.18; and 500 at \$20.19.

Reporting Owners 2

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This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 400 shares at \$20.21; 900 at \$20.22; 600 at \$20.23; 1,500 at \$20.24; 900 at \$20.25; 200 at \$20.26; 100 at \$20.27; 100 at \$20.28; 800 at \$20.29; 300 at \$20.30; 300 at \$20.31; 100 at \$20.32; 400 at \$20.33; 900 at \$20.34; 100 at \$20.35; 100 at \$20.40; 500 at \$20.41; 300 at \$20.43; 100 at \$20.44; and 100 at \$20.48. The weighted average sales price for these transactions was \$20.0912 per share.

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.