

MKS INSTRUMENTS INC
 Form 4
 February 21, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
COLELLA GERARD G

(Last) (First) (Middle)
 90 INDUSTRIAL WAY
 (Street)

WILMINGTON, MA 01887

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
02/20/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Business Officer and VP

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 | 02/20/2007 | | M ⁽¹⁾ | | 1,000 | A | \$ 14.72 |
| Common | 02/20/2007 | | M ⁽¹⁾ | | 700 | A | \$ 14.72 |
| Common | 02/20/2007 | | M ⁽¹⁾ | | 700 | A | \$ 14.72 |
| Common | 02/20/2007 | | M ⁽¹⁾ | | 100 | A | \$ 14.72 |
| Common | 02/20/2007 | | M ⁽¹⁾ | | 1,500 | A | \$ 14.72 |

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| | | | | | | | | |
|--------|------------|--|------------------|-------|---|----------|--------|---|
| Common | 02/20/2007 | | M ⁽¹⁾ | 2,650 | A | \$ 14.72 | 20,674 | D |
| Common | 02/20/2007 | | S ⁽¹⁾ | 1,000 | D | \$ 23.97 | 19,674 | D |
| Common | 02/20/2007 | | S ⁽¹⁾ | 700 | D | \$ 23.96 | 18,974 | D |
| Common | 02/20/2007 | | S ⁽¹⁾ | 700 | D | \$ 23.95 | 18,274 | D |
| Common | 02/20/2007 | | S ⁽¹⁾ | 100 | D | \$ 23.94 | 18,174 | D |
| Common | 02/20/2007 | | S ⁽¹⁾ | 1,500 | D | \$ 23.93 | 16,674 | D |
| Common | 02/20/2007 | | S ⁽¹⁾ | 2,650 | D | \$ 23.92 | 14,024 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | <u>(2)</u> <u>(3)</u> | 02/20/2007 | | M ⁽¹⁾ | 1,000 | 08/08/1988 ⁽²⁾ 08/08/1988 ⁽⁴⁾ | Common | 1,000 |
| Stock Option (right to buy) | <u>(3)</u> | 02/20/2007 | | M ⁽¹⁾ | 700 | 08/08/1988 ⁽²⁾ 08/08/1988 ⁽⁴⁾ | Common | 700 |
| Stock Option | <u>(3)</u> | 02/20/2007 | | M ⁽¹⁾ | 700 | 08/08/1988 ⁽²⁾ 08/08/1988 ⁽⁴⁾ | Common | 700 |

(right to buy)

Stock

Option (right to buy)

(3)

02/20/2007

M⁽¹⁾

100

08/08/1988⁽²⁾

08/08/1988⁽⁴⁾

Common

100

Stock

Option (right to buy)

(3)

02/20/2007

M⁽¹⁾

1,500

08/08/1988⁽²⁾

08/08/1988⁽⁴⁾

Common

1,500

Stock

Option (right to buy)

(3)

02/20/2007

M⁽¹⁾

2,650

08/08/1988⁽²⁾

08/08/1988⁽⁴⁾

Common

2,650

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COLELLA GERARD G 90 INDUSTRIAL WAY WILMINGTON, MA 01887 | | | Chief Business Officer and VP | |

Signatures

By: POA / Joseph M. Tocchi

02/20/2007

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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) Stock Option Grants include multiple vest dates.
- (3) Option conversion price is \$14.72 per share for option transactions reported on this filing.fad
- (4) Expires 10 years after date of grant

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.