

MKS INSTRUMENTS INC
Form 4
March 13, 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 *
SMITH JOHN ALEXANDER

(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)

03/12/2007

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)

V.P. & Chief Tech Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | |
| Common | 03/12/2007 | | M ⁽¹⁾ | | 7,500 | \$ 17.25 | A 19,558 D |
| Common | 03/12/2007 | | M ⁽¹⁾ | | 1,875 | \$ 16.88 | A 21,433 D |
| Common | 03/12/2007 | | M ⁽¹⁾ | | 366 | \$ 17.6 | A 21,799 D |
| Common | 03/12/2007 | | M ⁽¹⁾ | | 4,375 | \$ 14.72 | A 26,174 D |
| Common | 03/12/2007 | | S ⁽¹⁾ | | 7,500 | \$ 24.9 | D 18,674 D |
| Common | 03/12/2007 | | S ⁽¹⁾ | | 1,875 | \$ 24.9 | D 16,799 D |
| Common | 03/12/2007 | | S ⁽¹⁾ | | 366 | \$ 24.9 | D 16,433 D |

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Common 03/12/2007 S⁽¹⁾ 4,375 D \$ 24.9 12,058 D

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 (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Stock Option (right to buy) | (2) | 03/12/2007 | | M ⁽¹⁾ | 7,500 | 08/08/1988 ⁽³⁾ 08/08/1988 ⁽⁴⁾ | Common 7,500 |
| Stock Option (right to buy) | (5) | 03/12/2007 | | M ⁽¹⁾ | 1,875 | 08/08/1988 ⁽³⁾ 08/08/1988 ⁽⁴⁾ | Common 1,875 |
| Stock Option (right to buy) | (6) | 03/12/2007 | | M ⁽¹⁾ | 366 | 08/08/1988 ⁽³⁾ 08/08/1988 ⁽⁴⁾ | Common 366 |
| Stock Option (right to buy) | (7) | 03/12/2007 | | M ⁽¹⁾ | 4,375 | 08/08/1988 ⁽³⁾ 08/08/1988 ⁽⁴⁾ | Common 4,375 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH JOHN ALEXANDER 90 INDUSTRIAL WAY | | | V.P. & Chief Tech Officer | |

WILMINGTON, MA 01887

Signatures

By: Joseph M.Tocci
/ POA

03/13/2007

__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) Option conversion price is \$17.25 per share for option transactions reported on this filing.
- (3) Stock Option Grants include multiple vest dates.
- (4) Expires 10 years after date of grant
- (5) Option conversion price is \$16.88 per share for option transactions reported on this filing.
- (6) Option conversion price is \$17.60 per share for option transactions reported on this filing.
- (7) Option conversion price is \$14.72 per share for option transactions reported on this filing.fad

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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