

Eyerman Paul  
 Form 5  
 January 06, 2011

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Eyerman Paul**  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**C/O 2 TECH DRIVE, SUITE 201**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 VP & GM, ENI and Medical

**ANDOVER, MA 01810**  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---------------------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price               |  |  |   |
| Common Stock                    | 08/30/2010                           | Â  | M4                             | 2,647   | A          | \$ 0 <sup>(1)</sup> | 2,234  | D  | Â   |
| Common Stock                    | 08/30/2010                           | Â  | F4 <sup>(2)</sup>              | 961   | D          | \$ 17.5             | 2,234  | D  | Â   |
| Common Stock                    | 11/30/2010                           | Â  | A4 <sup>(3)</sup>              | 448   | A          | \$ 16.19            | 2,234  | D  | Â   |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit                      | Â  | 08/30/2010                           | Â  | M4                             | Â 2,647   | Â (4)      Â (4)   | Common Stock  | 2,647                         |

**Reporting Owners**

| Reporting Owner Name / Address                                   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Eyerman Paul<br>C/O 2 TECH DRIVE, SUITE 201<br>ANDOVER, MA 01810 | Â             | Â         | Â VP & GM, ENI and Medical | Â     |

**Signatures**

/s/Renee M. Donlan POA      01/06/2011

         \*\*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 shares were acquired under the MKS employee stock purchase plan.
- (4) The RSUs vest in one year from the August 28, 2009 grant date.

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