

BAGSHAW SETH H
 Form 4
 February 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
BAGSHAW SETH H

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

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

(Last) (First) (Middle)
2 TECH DRIVE, SUITE 201
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, CFO & Treasurer

ANDOVER, MA 01810

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 _____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	02/15/2018		M		5,234.128	A	17,000.448
Common Stock	02/15/2018		M		3,782.518	A	20,782.966
Common Stock	02/15/2018		M		6,914	A	27,696.966
Common Stock	02/15/2018		M		4,515	A	32,211.966
Common Stock	02/15/2018		M		3,574	A	35,785.966

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Common Stock	02/15/2018	M	2,954	A	<u>(1)</u>	38,739.966	D
Common Stock	02/15/2018	<u>F(2)</u>	10,671	D	\$ 111.1	28,068.966	D

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

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(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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
Restricted Stock Unit	<u>(1)</u>	02/15/2018		Code V A	(A) 10,126.013	<u>(3)</u>	<u>(3)</u>	Common Stock
Restricted Stock Unit	<u>(1)</u>	02/15/2018		A	5,850.585	<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Unit	<u>(1)</u>	02/15/2018		M	5,234.128	<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Unit	<u>(1)</u>	02/15/2018		M	3,782.518	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Unit	<u>(1)</u>	02/15/2018		M	6,914	<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Unit	<u>(1)</u>	02/15/2018		M	4,515	<u>(8)</u>	<u>(8)</u>	Common Stock
Restricted Stock Unit	<u>(1)</u>	02/15/2018		M	3,574	<u>(9)</u>	<u>(9)</u>	Common Stock
Restricted Stock Unit	<u>(1)</u>	02/15/2018		M	2,954	<u>(10)</u>	<u>(10)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAGSHAW SETH H			Sr. VP, CFO & Treasurer	

2 TECH DRIVE, SUITE 201
ANDOVER, MA 01810

Signatures

/s/ M. Kathryn Rickards,
attorney-in-fact

02/16/2018

**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.
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.
- (3) 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.
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, 2016, 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 vest in three equal annual installments commencing on February 15, 2016, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.
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.
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.
- (6) 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.
- (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 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.
- (9) 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.
- (10) 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.

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.