

MKS INSTRUMENTS INC
Form 4
August 28, 2006

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 *
EMERSON ELECTRIC CO

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8000 W. FLORISSANT AVE.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/24/2006

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

ST LOUIS, MO 63136

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 08/24/2006 | | S | | 24,454 | D | \$ 20.3043 (1) |
| | | | | | | | 4,346,999 |
| Common Stock | 08/25/2006 | | S | | 29,600 | D | \$ 20.1632 (2) (3) |
| | | | | | | | 4,317,399 |
| Common Stock | 08/25/2006 | | G(4) | V | 200,000 | D | (5) |
| | | | | | | | 4,117,399 |
| 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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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/ Timothy G. Westman, Assistant Secretary
Date: 08/28/2006

**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).

(1) The sales were effected in multiple transactions, at varying prices, on August 24, 2006, as follows: 500 shares at \$20.23; 3,583 at \$20.24; 3,400 at \$20.25; 1,000 at \$20.26; 771 at \$20.27; 1,100 at \$20.28; 1,000 at \$20.29; 3,501 at \$20.30; 800 at \$20.31; 1,299 at \$20.32; 1,000 at \$20.33; 200 at \$20.34; 800 at \$20.35; 200 at \$20.36; 600 at \$20.37; 874 at \$20.38; 1,526 at \$20.39; 1,200 at \$20.40; 600 at \$20.41; 400 at \$20.42; and 100 at \$20.44. The weighted average sales price for these transactions was \$20.3043 per share.

(2) The sales were effected in multiple transactions, at varying prices, on August 25, 2006, as follows and as described in Footnote 3 below: 100 shares at \$19.87; 100 at \$19.89; 72 at \$19.91; 200 at \$19.92; 100 at \$19.93; 700 at \$19.94; 700 at \$19.95; 703 at \$19.96; 195 at \$19.97; 1,023 at \$19.98; 300 at \$19.99; 775 at \$20.00; 132 at \$20.01; 600 at \$20.02; 400 at \$20.03; 400 at \$20.04; 300 at \$20.06; 200 at \$20.07; 100 at \$20.08; 866 at \$20.09; 1,034 at \$20.10; 500 at \$20.11; 200 at \$20.12; 600 at \$20.13; 500 at \$20.14; and 800 at \$20.15.

(3) This footnote sets forth additional detail with respect to the transactions described in Footnote 2, as follows: 1,900 shares at \$20.16; 983 at \$20.17; 2,117 at \$20.18; 2,100 at \$20.19; 1,600 at \$20.20; 900 at \$20.21; 491 at \$20.22; 209 at \$20.23; 200 at \$20.24; 100 at \$20.25;

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1,600 at \$20.26; 1,100 at \$20.27; 400 at \$20.28; 300 at \$20.29; 700 at \$20.30; 500 at \$20.31; 400 at \$20.33; 300 at \$20.34; 300 at \$20.37; 300 at \$20.39; 300 at \$20.41; 100 at \$20.43; 300 at \$20.44; 200 at \$20.45; 300 at \$20.47; 100 at \$20.48; and 200 at \$20.52. The weighted average sales price for these transactions was \$20.1632 per share.

(4) Bona fide gift to the Emerson Charitable Trust.

(5) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

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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