

MKS INSTRUMENTS INC
Form 4
February 26, 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 *
KAHL HANS JOCHEN

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)
90 INDUSTRIAL WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2007

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

WILMINGTON, MA 01887

(City) (State) (Zip)

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

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 | (A) or (D) | Price |
| Common | 02/22/2007 | | M ⁽¹⁾ | | 1,500 | A | \$ 20.07 |
| Common | 02/22/2007 | | M ⁽¹⁾ | | 1,000 | A | \$ 20.07 |
| Common | 02/22/2007 | | M ⁽¹⁾ | | 1,500 | A | \$ 20.07 |
| Common | 02/22/2007 | | M ⁽¹⁾ | | 200 | A | \$ 20.07 |
| Common | 02/22/2007 | | M ⁽¹⁾ | | 600 | A | \$ 20.07 |
| Common | 02/22/2007 | | M ⁽¹⁾ | | 2,700 | A | 10,487 |

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| | | | | | | \$ | | |
|--------|------------|--|-------------------------|-------|---|----------|--------|---|
| | | | | | | 20.07 | | |
| Common | 02/22/2007 | | <u>M</u> ⁽¹⁾ | 800 | A | \$ 20.07 | 11,287 | D |
| Common | 02/22/2007 | | <u>M</u> ⁽¹⁾ | 3,700 | A | \$ 20.07 | 14,987 | D |
| Common | 02/22/2007 | | <u>S</u> ⁽¹⁾ | 1,500 | D | \$ 24.88 | 13,487 | D |
| Common | 02/22/2007 | | <u>S</u> ⁽¹⁾ | 1,000 | D | \$ 24.87 | 12,487 | D |
| Common | 02/22/2007 | | <u>S</u> ⁽¹⁾ | 1,500 | D | \$ 24.85 | 10,987 | D |
| Common | 02/22/2007 | | <u>S</u> ⁽¹⁾ | 200 | D | \$ 24.83 | 10,787 | D |
| Common | 02/22/2007 | | <u>S</u> ⁽¹⁾ | 600 | D | \$ 24.84 | 10,187 | D |
| Common | 02/22/2007 | | <u>S</u> ⁽¹⁾ | 2,700 | D | \$ 24.82 | 7,487 | D |
| Common | 02/22/2007 | | <u>S</u> ⁽¹⁾ | 800 | D | \$ 24.81 | 6,687 | D |
| Common | 02/22/2007 | | <u>S</u> ⁽¹⁾ | 3,700 | D | \$ 24.8 | 2,987 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Director Stock | <u>(2)</u> | 02/22/2007 | | <u>M</u> ⁽¹⁾ | 1,500 | 08/08/1988 ⁽³⁾ 08/08/1988 ⁽⁴⁾ | Common 1,500 |

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option
(right to
buy)

Director
Stock
option
(right to
buy)

(2)

02/22/2007

M(1)

1,000

08/08/1988(3)

08/08/1988(4)

Common

1,000

Director
Stock
option
(right to
buy)

(2)

02/22/2007

M(1)

1,500

08/08/1988(3)

08/08/1988(4)

Common

1,500

Director
Stock
option
(right to
buy)

(5)

02/22/2007

M(1)

200

08/08/1988(3)

08/08/1988(4)

Common

200

Director
Stock
option
(right to
buy)

(2)

02/22/2007

M(1)

600

08/08/1988(3)

08/08/1988(4)

Common

600

Director
Stock
option
(right to
buy)

(2)

02/22/2007

M(1)

2,700

08/08/1988(3)

08/08/1988(4)

Common

2,700

Director
Stock
option
(right to
buy)

(5)

02/22/2007

M(1)

800

08/08/1988(3)

08/08/1988(4)

Common

800

Director
Stock
option
(right to
buy)

(2)

02/22/2007

M(1)

3,700

08/08/1988(3)

08/08/1988(4)

Common

3,700

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KAHL HANS JOCHEN 90 INDUSTRIAL WAY | X | | | |

WILMINGTON, MA 01887

Signatures

By: Joseph M.Tocci
/ POA

02/26/2007

__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 \$20.07 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 \$20.02 per share for option transactions reported on this filing.

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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