

MKS INSTRUMENTS INC
Form 4
April 25, 2006

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 *
EMERSON ELECTRIC CO

(Last) (First) (Middle)
8000 W. FLORISSANT AVE.
(Street)
ST LOUIS, MO 63136
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
___X___ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/21/2006		S	15,000 D \$ 24.2383 (1)	7,251,711	I	Through a subsidiary (2)
Common Stock	04/24/2006		S	15,000 D \$ 24.1183 (3) (4)	7,236,711	I	Through a subsidiary (2)
Common Stock					1,065,182	D (5)	

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

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SEC 1474 (9-02)

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The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.

The sales were effected in multiple transactions, at varying prices, on April 24, 2006, as follows and as described in Footnote 4 below:

- (3) 200 shares at \$23.87; 200 at \$23.91; 400 at \$23.92; 200 at \$23.93; 200 at \$23.95; 500 at \$23.96; 800 at \$23.97; 300 at \$23.99; 600 at \$24.00; 800 at \$24.01; 500 at \$24.02; 400 at \$24.03; 200 at \$24.04; 400 at \$24.05; 200 at \$24.06; 400 at \$24.07; 400 at \$24.08; 200 at \$24.09; 200 at \$24.10; 200 at \$24.11; 200 at \$24.12; 200 at \$24.13; and 400 at \$24.14.
- (4) This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 400 shares at \$24.16; 192 at \$24.17; 300 at \$24.18; 408 at \$24.19; 100 at \$24.20; 800 at \$24.21; 200 at \$24.22; 500 at \$24.23; 800 at \$24.24; 1,400 at \$24.25; 300 at \$24.26; 600 at \$24.27; 200 at \$24.28; 200 at \$24.29; 300 at \$24.30; and 200 at \$24.32. The weighted average sales price for these transactions was \$24.1183 per share.
- (5) The reported securities are owned directly by Emerson Electric Co.

Remarks:

See Exhibit 99.1 - Joint Filer Information

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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