MKS INSTRUMENTS INC

Form 4

February 15, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

Common

02/13/2006

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person <u>*</u> KLIMM ROBERT L			2. Issuer Name and Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3 Date of	Earliest Tra	ansaction		(Cnec	ck all applicable	:)		
(2431)	(1 1101)				ansaction		Director	10%	Owner		
90 INDUSTRIAL WAY (Street)			(Month/Day/Year) 02/13/2006				Officer (give titleOther (specify below)				
			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person						
WILMINGTON, MA 01887							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities	Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Da	te 2A. Deei	med	3.	4. Securities Acquir	red	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year) Executio	n Date, if	Transactio	on(A) or Disposed of		Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	(D)		Beneficially	(D) or	Beneficial		
		(Month/I	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)		
					(A)		Reported				
					or		Transaction(s)				
				Code V		rice	(Instr. 3 and 4)				

Code V

 $A^{(1)}_{-}$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Amount

10,000 A

Price

\$0

16,681

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	1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exercis		7. Title and Amount of	8. Price of	9. Nu
Security or (Instr. 3) Pri		Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
					Code V	ĺ		Expiration Date	Title Amour or Numbe of Shares	er	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KLIMM ROBERT L 90 INDUSTRIAL WAY WILMINGTON, MA 01887

V.P. & General Manager

Signatures

By: Joseph M.Tocci / POA 02/15/2006

**Signature of Reporting 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) Restricted stock subject to 3-year vesting.

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.

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