

MKS INSTRUMENTS INC
 Form 4
 February 27, 2014

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 *
BAGSHAW SETH H

(Last) (First) (Middle)

C/O MKS 2 TECH DRIVE, SUITE 201

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSI]

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

02/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Vice President, CFO, Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/24/2014		M		3,115.427	A	11
Common Stock	02/24/2014		M		2,119	A	11
Common Stock	02/24/2014		F ⁽²⁾		1,705	D	\$ 30.02
Common Stock	02/25/2014		M		5,051.941	A	11
Common Stock	02/25/2014		M		3,714	A	11

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Common Stock 02/25/2014 F⁽²⁾ 2,854 D \$ 29.77 32,743.995 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Restricted Stock Unit	<u>(1)</u>	02/24/2014		M	3,115.427	<u>(3)</u> <u>(3)</u>	Common Stock 3,115.427
Restricted Stock Unit	<u>(1)</u>	02/24/2014		M	2,119	<u>(4)</u> <u>(4)</u>	Common Stock 2,119
Restricted Stock Unit	<u>(1)</u>	02/25/2014		M	5,051.941	<u>(3)</u> <u>(3)</u>	Common Stock 5,051.941
Restricted Stock Unit	<u>(1)</u>	02/25/2014		M	3,714	<u>(4)</u> <u>(4)</u>	Common Stock 3,714

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BAGSHAW SETH H
C/O MKS 2 TECH DRIVE, SUITE 201
ANDOVER, MA 01810

Vice President, CFO, Treasurer

Signatures

/s/Renee M. Donlan POA 02/27/2014

 **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.
- (3) These RSUs are subject to the achievement of performance criteria determined in the first year of the grant and thereafter vests in equal annual installments over three years.
- (4) The RSUs vest in equal annual installments over three years.

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.