

MKS INSTRUMENTS INC
Form 4
March 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

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)
8000 W. FLORISSANT AVE.

(Street)

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

03/07/2006

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

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

ST. LOUIS, MO 63136

(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	03/07/2006		S	29,000 D \$ 22.0919 (1) (2)	7,973,041	I	Through a subsidiary (3)
Common Stock	03/08/2006		S	32,752 D \$ 22.1059 (4) (5)	7,940,289	I	Through a subsidiary (3)
Common Stock					1,065,182	D (6)	

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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- (2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 1,000 shares at \$22.17; 1,200 at \$22.18; 900 at \$22.19; 700 at \$22.20; 1,300 at \$22.21; 1,110 at \$22.22; 1,100 at \$22.23; 790 at \$22.24; 100 at \$22.25; 100 at \$22.26; 200 at \$22.28; 300 at \$22.29; 300 at \$22.30; 137 at \$22.31; and 163 at \$22.32. The weighted average sales price for these transactions was \$22.0919 per share.
- (3) The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.
- (4) The Reporting Person gave a sell order to the broker to sell shares of MKS Instruments, Inc. common stock which resulted in sales of 32,752 shares on March 8, 2006. In the discretion of the broker, the sales were effected in multiple transactions, at varying prices, on March 8, 2006, as follows and as described in Footnote 5 below : 100 shares at \$21.82; 100 at \$21.86; 400 at \$21.90; 200 at \$21.91; 300 at \$21.92; 700 at \$21.93; 100 at \$21.94; 700 at \$21.95; 1,300 at \$21.96; 136 at \$21.97; 64 at \$21.98; 100 at \$21.99; 100 at \$22.00; 800 at \$22.01; 1,200 at \$22.02; 700 at \$22.03; 1,002 at \$22.04; 1,000 at \$22.05; 600 at \$22.06; 500 at \$22.07; 1,400 at \$22.08; 668 at \$22.09; and 800 at \$22.10.
- (5) This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 1,953 shares at \$22.11; 2,519 at \$22.12; 2,610 at \$22.13; 1,157 at \$22.14; 743 at \$22.15; 1,200 at \$22.16; 1,300 at \$22.17; 1,700 at \$22.18; 1,500 at \$22.19; 1,600 at \$22.20; 960 at \$22.21; 1,100 at \$22.22; 200 at \$22.23; 299 at \$22.24; 201 at \$22.25; 40 at \$22.26; and 700 at \$22.27. The weighted average sales price for these transactions was \$22.1059 per share.
- (6) 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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