MKS INSTRUMENTS INC
Form 4
May 03, 2006

FORM 4

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

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

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).

(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)
05/01/2006

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	05/01/2006		S		45,336	D	$ 23.4904 (1) (2) (3)	7,141,375	I	Through a subsidiary (4)
Common Stock	05/02/2006		S		56,822	D	$ 23.4456 (5) (6)	7,084,553	I	Through a subsidiary (4)
Common Stock								1,065,182	D (7)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMERSON ELECTRIC CO 8000 W. FLORISSANT AVE. ST LOUIS, MO 63136		X		
ASTEC AMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008		X		

Signatures

/s/ Harley M. Smith, Assistant Secretary for Emerson Electric Co.	05/03/2006
**Signature of Reporting Person	Date
/s/ Harley M. Smith, Secretary for Astec America Inc.	05/03/2006
**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 sales were effected in multiple transactions, at varying prices, on May 1, 2006, as follows and as described in Footnotes 2 and 3 below: 300 shares at $22.97; 100 at $22.99; 2,700 at $23.00; 100 at $23.01; 800 at $23.02; 2,400 at $23.03; 1,000 at $23.04; 300 at $23.05; 300 at $23.06; 100 at $23.07; 100 at $23.11; 200 at $23.13; 500 at $23.14; 200 at $23.15; 131 at $23.16; 400 at $23.18; 700 at $23.20; 200 at $23.21; 227 at $23.22; 400 at $23.23; 400 at $23.24; 100 at $23.25; 200 at $23.26; 100 at $23.28; 100 at $23.29; 200 at $23.30; 300 at $23.31; 1,100 at $23.32; 200 at $23.33; 377 at $23.34; 100 at $23.36; 400 at $23.37; 800 at $23.38; 1,100 at $23.39; and 1,000 at $23.40.

(2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 500 shares at $23.41; 300 at $23.42; 100 at $23.44; 700 at $23.45; 700 at $23.46; 200 at $23.47; 600 at $23.50; 800 at $23.51; 300 at $23.52; 300 at $23.53; 100 at $23.54; 500 at $23.55; 400 at $23.56; 600 at $23.57; 313 at $23.58; 637 at $23.59; 189 at $23.60; 1,195 at $23.61; 900 at $23.62; 800 at $23.63; 610 at $23.64; 1,092 at $23.65; 1,055 at $23.66; 700 at $23.67; 600 at $23.68; and 400 at $23.69.

(3) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 1,495 shares at $23.70; 300 at $23.71; 500 at $23.72; 500 at $23.73; 500 at $23.74; 1,000 at $23.75; 200 at $23.76; 400 at $23.77; 500 at $23.78; 400 at $23.79; 300 at $23.80; 200 at $23.81; 400 at $23.82; 200 at $23.83; 200 at $23.84; 700 at $23.85; 500 at $23.86; 665 at $23.88; 683 at $23.89; 309 at $23.90; 700 at $23.91; 58 at $23.92; 100 at $23.93; 500 at $23.94; 700 at $23.95; 300 at $23.96; 200 at $23.98; 400 at $24.00; 100 at $24.01; and 100 at $24.04. The weighted average sales price for these transactions was $23.4904 per share.

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

(5) The sales were effected in multiple transactions, at varying prices, on May 2, 2006, as follows and as described in Footnote 6 below: 700 shares at $22.88; 100 at $22.89; 200 at $22.90; 300 at $22.91; 100 at $23.10; 200 at $23.12; 400 at $23.13; 700 at $23.14; 200 at $23.15; 400 at $23.16; 300 at $23.18; 100 at $23.19; 100 at $23.20; 200 at $23.21; 300 at $23.22; 100 at $23.23; 144 at $23.24; 500 at $23.25; 200 at $23.26; 400 at $23.27; 300 at $23.28; 300 at $23.29; 700 at $23.30; 1,400 at $23.31; 1,400 at $23.32; 1,800 at $23.33; 900 at $23.34; 1,500 at $23.35; 900 at $23.36; 500 at $23.37; 700 at $23.38; 800 at $23.39; and 1,200 at $23.40.

(6) This footnote sets forth additional detail with respect to the transactions described in Footnote 5, as follows: 1,619 shares at $23.41; 2,400 at $23.42; 2,302 at $23.43; 6,079 at $23.44; 1,100 at $23.45; 300 at $23.46; 1,547 at $23.47; 2,700 at $23.48; 1,500 at $23.49; 2,600 at $23.50; 300 at $23.51; 143 at $23.52; 200 at $23.53; 200 at $23.54; 400 at $23.55; 700 at $23.56; 600 at $23.57; 1,500 at $23.58; 1,000 at $23.59; 1,510 at $23.60; 1,804 at $23.61; 786 at $23.62; 1,247 at $23.63; 800 at $23.64; 268 at $23.65; 700 at $23.66; 673 at $23.67; 1,300 at $23.68; 1,700 at $23.69; 400 at $23.70; 369 at $23.71; and 31 at $23.72. The weighted average sales price for these transactions was $23.4456 per share.

(7) 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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