

MKS INSTRUMENTS INC
Form 4
August 10, 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

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSII]

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)

08/08/2006

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

ST LOUIS, MO 63136

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

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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 (D) Price			
Common Stock	08/08/2006		S	45,354 D \$ 19.6925 (1) (2)	4,799,589	I	Through a subsidiary
Common Stock	08/09/2006		S	36,226 D \$ 19.7069 (3) (4)	4,763,363	I	Through a subsidiary
Common Stock					1,065,182	D	

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				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		

Signatures

/s/ Timothy G. Westman, Assistant Secretary
Date: 08/10/2006

**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).

The sales were effected in multiple transactions, at varying prices, on August 8, 2006, as follows and as described in Footnote 2 below:
(1) 100 shares at \$19.30; 500 at \$19.32; 100 at \$19.34; 160 at \$19.35; 152 at \$19.36; 400 at \$19.37; 400 at \$19.38; 500 at \$19.39; 1,352 at \$19.40; 1,087 at \$19.41; 500 at \$19.42; 881 at \$19.43; 800 at \$19.44; 900 at \$19.45; 400 at \$19.46; 800 at \$19.47; 500 at \$19.48; 1,172 at \$19.49; 200 at \$19.50; 600 at \$19.51; 200 at \$19.52; 400 at \$19.53; 300 at \$19.54; 500 at \$19.55; 580 at \$19.56; 120 at \$19.57; 800 at \$19.58; 200 at \$19.59; and 400 at \$19.60.

This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 900 shares at \$19.61; 1,100 at \$19.62; 800 at \$19.63; 100 at \$19.64; 800 at \$19.65; 1,400 at \$19.66; 1,700 at \$19.67; 1,100 at \$19.68; 1,000 at \$19.69; 900 at \$19.70; 1,300 at \$19.71; 700 at \$19.72; 1,151 at \$19.73; 800 at \$19.74; 800 at \$19.75; 800 at \$19.76; 399 at \$19.77; 800 at \$19.78; 200 at \$19.79; (2) 600 at \$19.80; 1,100 at \$19.81; 600 at \$19.82; 500 at \$19.83; 400 at \$19.84; 400 at \$19.85; 900 at \$19.86; 700 at \$19.87; 1,000 at \$19.88; 500 at \$19.89; 100 at \$19.92; 200 at \$19.95; 400 at \$19.97; 200 at \$19.98; 900 at \$19.99; 196 at \$20.00; 600 at \$20.02; 100 at \$20.03; 700 at \$20.04; 4 at \$20.05; 500 at \$20.06; 200 at \$20.07; 900 at \$20.08; 300 at \$20.09; 900 at \$20.11; 600 at \$20.12; and 100 at \$20.13.
The weighted average sales price for these transactions was \$19.6925 per share.

(3)

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The sales were effected in multiple transactions, at varying prices, on August 9, 2006, as follows and as described in Footnote 4 below: 500 shares at \$19.45; 600 at \$19.46; 400 at \$19.47; 500 at \$19.48; 500 at \$19.49; 300 at \$19.50; 500 at \$19.51; 900 at \$19.52; 1,300 at \$19.53; 1,400 at \$19.54; 300 at \$19.55; 1,400 at \$19.56; 100 at \$19.57; 700 at \$19.58; 800 at \$19.59; 1,000 at \$19.60; 500 at \$19.61; 500 at \$19.62; 400 at \$19.63; 700 at \$19.64; 600 at \$19.65; 700 at \$19.66; 686 at \$19.67; 200 at \$19.68; 100 at \$19.69; and 305 at \$19.70.

This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 332 shares at \$19.71; 477 at \$19.72; 600 at \$19.73; 600 at \$19.74; 1,100 at \$19.75; 1,200 at \$19.76; 700 at \$19.77; 900 at \$19.78; 700 at \$19.79; 1,300 at \$19.80; (4) 1,800 at \$19.81; 1,525 at \$19.82; 1,400 at \$19.83; 3,375 at \$19.84; 926 at \$19.85; 900 at \$19.86; 200 at \$19.87; 608 at \$19.88; 392 at \$19.89; 300 at \$19.90; 100 at \$19.91; 200 at \$19.92; 100 at \$19.93; 200 at \$19.95; 200 at \$19.98; 100 at \$20.02; and 100 at \$20.03. The weighted average sales price for these transactions was \$19.7069 per share.

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.