

MKS INSTRUMENTS INC
 Form 4
 September 19, 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 [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)
 09/15/2006

____ 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)
 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	09/15/2006		S	125,000	D	\$ 20.5084 (1)	3,696,249 I	Through a subsidiary
Common Stock	09/18/2006		S	25,000	D	\$ 20.7086 (2) (3)	3,671,249 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. 5)
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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: 09/19/2006

**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 September 15, 2006, as follows: 200 shares at \$20.41; 600 at \$20.42; 200 at \$20.43; 600 at \$20.44; 806 at \$20.45; 700 at \$20.46; 2,280 at \$20.47; 4,020 at \$20.48; 17,100 at \$20.49; 38,248 at \$20.50; 24,514 at \$20.51; 10,472 at \$20.52; 11,078 at \$20.53; 5,354 at \$20.54; 2,428 at \$20.55; 2,300 at \$20.56; 3,200 at \$20.57; 700 at \$20.58; and 200 at \$20.60. The weighted average sales price for these transactions was \$20.5084 per share.

(2) The sales were effected in multiple transactions, at varying prices, on September 18, 2006, as follows and as described in Footnote 3 below: 200 shares at \$20.47; 100 at \$20.49; 100 at \$20.50; 800 at \$20.52; 500 at \$20.53; 200 at \$20.54; 100 at \$20.55; 400 at \$20.56; 900 at \$20.57; 1,100 at \$20.58; 700 at \$20.59; 1,100 at \$20.60; 1,007 at \$20.61; 866 at \$20.62; 200 at \$20.63; 1,010 at \$20.64; 900 at \$20.65; 1,002 at \$20.66; 300 at \$20.67; 200 at \$20.68; 600 at \$20.69; 200 at \$20.70; 200 at \$20.71; 1,800 at \$20.72; 1,400 at \$20.73; 800 at \$20.74; and 589 at \$20.75.

(3) This footnote sets forth additional detail with respect to the transactions described in Footnote 2, as follows: 200 shares at \$20.76; 500 at \$20.77; 100 at \$20.78; 341 at \$20.79; 200 at \$20.80; 600 at \$20.81; 500 at \$20.82; 800 at \$20.83; 500 at \$20.84; 400 at \$20.85; 200 at \$20.86; 400 at \$20.88; 500 at \$20.89; 300 at \$20.90; 300 at \$20.91; 100 at \$20.92; 500 at \$20.93; 400 at \$20.94; 100 at \$20.95; 285 at \$20.96; 300 at \$20.99; and 200 at \$21.00. The weighted average sales price for these transactions was \$20.7086 per share.

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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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