

MKS INSTRUMENTS INC
 Form 4
 February 17, 2017

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 *
Werth Dennis L

(Last) (First) (Middle)

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)

02/15/2017

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)

Sr. VP, Business Units

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 Ownership (Instr. 4)		
			Code	V	Amount (A) or Price (D)				
Common Stock	02/15/2017		M		2,013	A	Ⓛ 2,013	D	
Common Stock	02/15/2017		M		2,033	A	Ⓛ 4,046	D	
Common Stock	02/15/2017		M		2,705	A	Ⓛ 6,751	D	
Common Stock	02/15/2017		M		732	A	Ⓛ 7,483	D	
Common Stock	02/15/2017		F ⁽²⁾		2,878	D	\$ 67.7	4,605	D

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

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(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Unit	(1)	02/15/2017		A	7,754.801	(3) (3)	Common Stock 7,754.801
Restricted Stock Unit	(1)	02/15/2017		A	5,169.867	(4) (4)	Common Stock 5,169.867
Restricted Stock Unit	(1)	02/15/2017		A	427	(4) (4)	Common Stock 427
Restricted Stock Unit	(1)	02/15/2017		M	2,013	(5) (5)	Common Stock 2,013
Restricted Stock Unit	(1)	02/15/2017		M	2,033	(6) (6)	Common Stock 2,033
Restricted Stock Unit	(1)	02/15/2017		M	2,705	(7) (7)	Common Stock 2,705
Restricted Stock Unit	(1)	02/15/2017		M	732	(7) (7)	Common Stock 732

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Werth Dennis L 2 TECH DRIVE SUITE 201 ANDOVER, MA 01810			Sr. VP, Business Units	

Signatures

/s/ M. Kathryn Rickards,
attorney-in-fact

02/17/2017

**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.

These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal

(3) annual installments beginning on February 15, 2018, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

(4) These RSUs vest in three equal annual installments commencing on February 15, 2018, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal

(5) annual installments beginning on February 15, 2017, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

(6) These RSUs vest in three equal annual installments commencing on February 15, 2017, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

These RSUs vest in three annual installments as follows: 20% of the RSUs vests on February 15, 2017, 30% of the RSUs vests on

(7) February 15, 2018 and the remaining 50% of the RSUs vests on February 15, 2019, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

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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