

MKS INSTRUMENTS INC
Form 4
March 13, 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)
03/09/2006

____ Director
____ Officer (give title below)
__X__ 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
__X__ 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	03/09/2006		S		30,332	D	\$ 21.9149 (1) (2)	7,909,957	I	Through a subsidiary (3)
Common Stock	03/10/2006		S		23,246	D	\$ 21.9982 (4) (5)	7,886,711	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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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		
ASTECH AMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008		X		

Signatures

/s/ Harley M. Smith, Assistant Secretary for Emerson Electric Co. 03/13/2006

__Signature of Reporting Person Date

/s/ Harley M. Smith, Secretary for Astec America Inc. 03/13/2006

__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 Reporting Person gave a sell order to the broker to sell shares of MKS Instruments, Inc. common stock which resulted in sales of 30,332 shares on March 9, 2006. In the discretion of the broker, the sales were effected in multiple transactions, at varying prices, on March 9, 2006, as follows and as described in Footnote 2 below: 100 shares at \$21.68; 400 at \$21.70; 300 at \$21.71; 500 at \$21.72; 1,200 at \$21.73; 200 at \$21.74; 603 at \$21.75; 400 at \$21.76; 1,000 at \$21.77; 800 at \$21.78; 900 at \$21.79; 800 at \$21.80; 400 at \$21.81; 630 at \$21.82; 500 at \$21.83; 1,600 at \$21.84; 700 at \$21.85; 1,700 at \$21.86; 2,399 at \$21.87; 1,884 at \$21.88; 508 at \$21.89; 808 at \$21.90; 800 at \$21.91; 385 at \$21.94; 1,715 at \$21.95; 400 at \$21.96; 200 at \$21.97; and 500 at \$21.99.

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- (2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 100 shares at \$22.00; 100 at \$22.01; 100 at \$22.02; 200 at \$22.03; 100 at \$22.04; 400 at \$22.05; 100 at \$22.06; 700 at \$22.07; 100 at \$22.08; 900 at \$22.09; 1,000 at \$22.10; 611 at \$22.11; 100 at \$22.12; 389 at \$22.13; 300 at \$22.14; 1,500 at \$22.15; 200 at \$22.16; 300 at \$22.17; 300 at \$22.20; 200 at \$22.21; 100 at \$22.22; and 200 at \$22.25. The weighted average sales price for these transactions was \$21.9149 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 23,246 shares on March 10, 2006. In the discretion of the broker, the sales were effected in multiple transactions, at varying prices, on March 10, 2006, as follows and as described in Footnote 5 below: 100 shares at \$21.57; 300 at \$21.60; 100 at \$21.65; 100 at \$21.66; 300 at \$21.74; 600 at \$21.75; 100 at \$21.76; 100 at \$21.77; 100 at \$21.78; 100 at \$21.79; 100 at \$21.81; 200 at \$21.82; 100 at \$21.84; 100 at \$21.86; 200 at \$21.88; 759 at \$21.89; 541 at \$21.90; 301 at \$21.91; 200 at \$21.92; 400 at \$21.93; 100 at \$21.94; 200 at \$21.97; 200 at \$21.98 and 100 at \$21.99.
- (5) This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 3,600 shares at \$22.00; 2,200 at \$22.01; 500 at \$22.02; 1,000 at \$22.03; 1,054 at \$22.04; 946 at \$22.05; 1,800 at \$22.06; 2,545 at \$22.07; 500 at \$22.08; 1,700 at \$22.09; 1,500 at \$22.10; 300 at \$22.12; and 200 at \$22.13. The weighted average sales price for these transactions was \$21.9982 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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