

MKS INSTRUMENTS INC

Form 4

February 18, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BAGSHAW SETH H**

(Last) (First) (Middle)

**C/O MKS 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)

**02/16/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Vice President, CFO, Treasurer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/17/2016                              |                                                             | S <sup>(1)</sup>                     | 1,600 D                                                                 | \$<br>33.26                                                                                                        | 39,792.657                                                           | D                                       |
| Common<br>Stock                       | 02/16/2016                              |                                                             | M                                    | 5,234 A                                                                 | 40,537.657                                                                                                         |                                                                      | D                                       |
| Common<br>Stock                       | 02/16/2016                              |                                                             | M                                    | 3,782 A                                                                 | 44,319.657                                                                                                         |                                                                      | D                                       |
| Common<br>Stock                       | 02/16/2016                              |                                                             | F <sup>(1)</sup>                     | 2,927 D                                                                 | \$<br>33.22                                                                                                        | 41,392.657                                                           | D                                       |

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 displays a currently valid OMB control number.

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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                                                |
| Restricted Stock Unit                      | (2)                                                    | 02/16/2016                           |                                                    | M                              |                                                                                         | (3) (3)                                                  | Common Stock 5                                              |
| Restricted Stock Unit                      | (2)                                                    | 02/16/2016                           |                                                    | M                              |                                                                                         | (4) (4)                                                  | Common Stock 3                                              |
| Restricted Stock Unit                      | (2)                                                    | 02/16/2016                           |                                                    | A                              | 23,931.367                                                                              | (5) (5)                                                  | Common Stock 23,                                            |
| Restricted Stock Unit                      | (2)                                                    | 02/16/2016                           |                                                    | A                              | 13,546.057                                                                              | (6) (6)                                                  | Common Stock 13,                                            |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                                |       |
|------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                        | Director      | 10% Owner | Officer                        | Other |
| BAGSHAW SETH H<br>C/O MKS 2 TECH DRIVE, SUITE 201<br>ANDOVER, MA 01810 |               |           | Vice President, CFO, Treasurer |       |

## Signatures

/s/Renee M.  
Donlan POA 02/18/2016

\*\*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) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.

- 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, 2016, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

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- (4) These RSUs vest in three equal annual installments commencing on February 15, 2016, 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) 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.

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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