

BAGSHAW SETH H
 Form 4
 February 16, 2018

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 *
BAGSHAW SETH H

(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)

02/15/2018

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, CFO & Treasurer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/15/2018 | | M | | 5,234.128 | A | 11 |
| Common Stock | 02/15/2018 | | M | | 3,782.518 | A | 11 |
| Common Stock | 02/15/2018 | | M | | 6,914 | A | 11 |
| Common Stock | 02/15/2018 | | M | | 4,515 | A | 11 |
| Common Stock | 02/15/2018 | | M | | 3,574 | A | 11 |
| | | | | | | | 17,000.448 |
| | | | | | | | 20,782.966 |
| | | | | | | | 27,696.966 |
| | | | | | | | 32,211.966 |
| | | | | | | | 35,785.966 |

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| | | | | | | | |
|--------------|------------|-------------|--------|---|-------------|------------|---|
| Common Stock | 02/15/2018 | M | 2,954 | A | <u>(1)</u> | 38,739.966 | D |
| Common Stock | 02/15/2018 | <u>F(2)</u> | 10,671 | D | \$ 111.1 | 28,068.966 | 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.

SEC 1474
(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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | | | Date Exercisable | Expiration Date | Title |
| | | | | Code | V (A) (D) | | | |
| Restricted Stock Unit | <u>(1)</u> | 02/15/2018 | | A | 10,126.013 | <u>(3)</u> | <u>(3)</u> | Common Stock |
| Restricted Stock Unit | <u>(1)</u> | 02/15/2018 | | A | 5,850.585 | <u>(4)</u> | <u>(4)</u> | Common Stock |
| Restricted Stock Unit | <u>(1)</u> | 02/15/2018 | | M | 5,234.128 | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Restricted Stock Unit | <u>(1)</u> | 02/15/2018 | | M | 3,782.518 | <u>(6)</u> | <u>(6)</u> | Common Stock |
| Restricted Stock Unit | <u>(1)</u> | 02/15/2018 | | M | 6,914 | <u>(7)</u> | <u>(7)</u> | Common Stock |
| Restricted Stock Unit | <u>(1)</u> | 02/15/2018 | | M | 4,515 | <u>(8)</u> | <u>(8)</u> | Common Stock |
| Restricted Stock Unit | <u>(1)</u> | 02/15/2018 | | M | 3,574 | <u>(9)</u> | <u>(9)</u> | Common Stock |
| Restricted Stock Unit | <u>(1)</u> | 02/15/2018 | | M | 2,954 | <u>(10)</u> | <u>(10)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAGSHAW SETH H | | | Sr. VP, CFO & Treasurer | |

2 TECH DRIVE, SUITE 201
ANDOVER, MA 01810

Signatures

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

02/16/2018

**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 annual installments beginning 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.
- (3) These RSUs vest in three equal annual installments commencing 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.
These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal 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.
- (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 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.
- (5) 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 are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.

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.