

MKS INSTRUMENTS INC
Form 4
June 28, 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 [MKSI]

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)

06/26/2006

____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/26/2006 | | S | 25,000 D \$ 19.6537 (1) (2) | 5,522,405 | I | Through a subsidiary (3) |
| Common Stock | 06/27/2006 | | S | 25,000 D \$ 19.6829 (4) (5) | 5,497,405 | 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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at \$19.80; 800 at \$19.81; 300 at \$19.82; 700 at \$19.83; 200 at \$19.84; 200 at \$19.85; 100 at \$19.86; 570 at \$19.87; and 200 at \$19.88. The weighted average sales price for these transactions was \$19.6537 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.
- The sales were effected in multiple transactions, at varying prices, on June 27, 2006, as follows and as described in Footnote 5 below: 100 shares at \$19.48; 700 at \$19.49; 500 at \$19.50; 100 at \$19.51; 500 at \$19.52; 500 at \$19.53; 100 at \$19.54; 359 at \$19.55; 200 at \$19.56; 300 at \$19.57; 800 at \$19.58; 1,300 at \$19.59; 2,844 at \$19.60; 1,680 at \$19.61; 377 at \$19.62; 323 at \$19.63; 633 at \$19.64; 500 at \$19.65; 300 at \$19.66; 1,200 at \$19.67; 500 at \$19.68; 1,200 at \$19.69; 100 at \$19.70; 1,200 at \$19.71; and 500 at \$19.72.
- (4) This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 400 shares at \$19.73; 421 at \$19.74; 560 at \$19.75; 384 at \$19.76; 500 at \$19.78; 200 at \$19.79; 1,219 at \$19.80; 100 at \$19.81; 300 at \$19.82; 800 at \$19.83; 324 at \$19.84; 576 at \$19.85; 200 at \$19.86; 189 at \$19.87; 1,211 at \$19.88; 300 at \$19.89; 200 at \$19.90; 100 at \$19.91; and 200 at \$20.04. The weighted average sales price for these transactions was \$19.6829 per share.
- (5) The reported securities are owned directly by Emerson Electric Co.
- (6)

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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