MKS INSTRUMENTS INC

Form 4

August 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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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(b).

(Last)

1. Name and Address of Reporting Person * **EMERSON ELECTRIC CO**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MKS INSTRUMENTS INC [MKSI]

3. Date of Earliest Transaction

(Month/Day/Year)

08/14/2006

Director X__ 10% Owner _ Other (specify Officer (give title

(Check all applicable)

8000 W. FLORISSANT AVE. (Street)

(First)

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

ST LOUIS, MO 63136

(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. Securit our Dispos (Instr. 3, 4	ed of (` ′	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)	
Common Stock	08/14/2006		S	45,820	D	\$ 19.1337 (1) (2)	4,662,137	I	Through a subsidiary	
Common Stock	08/15/2006		S	71,800	D	\$ 19.932 (3) (4) (5)	4,590,337	I	Through a subsidiary	
Common Stock							1,065,182	D		

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacroisdoic	2		of		
				Code V	(A) (D)				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					

Signatures

/s/ Timothy G. Westman, Assistant
Secretary

08/16/2006

**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).
- The sales were effected in multiple transactions, at varying prices, on August 14, 2006, as follows and as described in Footnote 2 below:

 12,700 shares at \$19.00; 1,500 at \$19.01; 1,200 at \$19.02; 900 at \$19.03; 500 at \$19.04; 800 at \$19.05; 900 at \$19.06; 1,600 at \$19.07;

 1,300 at \$19.08; 1,500 at \$19.09; 1,900 at \$19.10; 1,000 at \$19.11; 1,200 at \$19.12; 600 at \$19.13; 800 at \$19.14; 1,000 at \$19.15; 300 at \$19.16; 600 at \$19.17; 300 at \$19.18; 700 at \$19.19; 300 at \$19.20; 400 at \$19.21; 400 at \$19.22; 806 at \$19.23; and 887 at \$19.24.
- This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 2,107 shares at \$19.25; 800 at \$19.26; 300 at \$19.27; 1,200 at \$19.28; 500 at \$19.29; 246 at \$19.30; 174 at \$19.31; 200 at \$19.32; 422 at \$19.33; 600 at \$19.34; 1,000 at \$19.35; 678 at \$19.36; 300 at \$19.37; 200 at \$19.38; 500 at \$19.39; 1,100 at \$19.40; 300 at \$19.41; 700 at \$19.42; 200 at \$19.44; and 200 at \$19.46. The weighted average sales price for these transactions was \$19.1337 per share.
- The sales were effected in multiple transactions, at varying prices, on August 15, 2006, as follows and as described in Footnotes 4 and 5 below: 155 shares at \$19.12; 45 at \$19.13; 200 at \$19.15; 100 at \$19.16; 116 at \$19.29; 600 at \$19.37; 400 at \$19.38; 200 at \$19.39; 188 at \$19.40; 200 at \$19.41; 100 at \$19.42; 100 at \$19.43; 200 at \$19.45; 100 at \$19.46; 400 at \$19.47; 100 at \$19.48; 600 at \$19.49; 300 at \$19.50; 400 at \$19.51; 400 at \$19.52; 100 at \$19.53; 600 at \$19.54; 200 at \$19.55; 400 at \$19.56; 200 at \$19.59; and 100 at \$19.62.
- (4) This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 200 shares at \$19.64; 200 at \$19.67; 200 at \$19.68; 500 at \$19.69; 700 at \$19.70; 100 at \$19.71; 700 at \$19.72; 400 at \$19.73; 300 at \$19.74; 200 at \$19.75; 200 at

Reporting Owners 2

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\$19.76; 200 at \$19.77; 800 at \$19.78; 800 at \$19.79; 400 at \$19.80; 900 at \$19.81; 300 at \$19.82; 1,000 at \$19.83; 800 at \$19.84; 955 at \$19.85; 2,400 at \$19.86; 1,300 at \$19.87; 1,926 at \$19.88; 2,300 at \$19.89; and 3,900 at \$19.90.

This footnote sets forth additional detail with respect to the transactions described in Footnotes 3 and 4, as follows: 3,850 shares at \$19.91; 1,683 at \$19.92; 2,117 at \$19.93; 2,248 at \$19.94; 4,291 at \$19.95; 2,952 at \$19.96; 1,909 at \$19.97; 400 at \$19.98; 200 at \$19.99; 677 at \$20.00; 1,088 at \$20.01; 700 at \$20.02; 200 at \$20.03; 1,000 at \$20.04; 400 at \$20.05; 1,000 at \$20.06; 1,000 at \$20.07; 300 at \$20.08; 200 at \$20.09; 500 at \$20.10; 400 at \$20.11; 100 at \$20.12; 259 at \$20.14; 2,041 at \$20.15; 900 at \$20.16; 1,900 at \$20.17; 2,600 at \$20.18; 3,300 at \$20.19; 2,300 at \$20.20; 200 at \$20.21; 200 at \$20.22; 600 at \$20.23; and 2,100 at \$20.24. The weighted average sales price for these transactions was \$19.932 per share.

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