MKS INSTRUMENTS INC

Form 4 June 01, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

January 31,

Estimated average burden hours per

burden hours per response... 0.5

Expires:

Check this box if no longer subject to Section 16. Form 4 or Form 5

Form 5 obligations may continue. See Instruction

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).

1. Name and Address of Reporting Person * WEIGNER RONALD			Symbol		Ticker or Trading ENTS INC [MKSI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date o	f Earliest Tr	ransaction	`	••		
90 INDUST	TRIAL WAY		(Month/I 05/31/2	Day/Year) 2006		X_ Officer (give below)	e title Oth below) hief Financial (ner (specify	
	(Street)		4. If Ame	endment, Da	te Original	6. Individual or Je	oint/Group Fili	ng(Check	
WILMING	TON, MA 018	387	Filed(Mo	nth/Day/Year)	Applicable Line) _X_ Form filed by Person	1 0		
(City)	(State)	(Zip)	Tab	le I - Non-E	Perivative Securities Acq	uired, Disposed o	f, or Beneficia	ally Owned	
1.Title of	2. Transaction			3.	4. Securities Acquired		6.	7. Nature	

		1401	ble 1 - Non-Berryative Securities Acquired, Disposed of, or Beneficiary Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
C	05/21/2006				. /		10.661	Ъ	
Common	05/31/2006		$M_{\underline{1}}$	660	A	\$ 4.43	10,661	D	
						\$			
Common	05/31/2006		S(1)	660	D	φ 20.99	10,001	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)

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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)		6. Date Exercisab Date (Month/Day/Year	•	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	(2)	05/31/2006		M(1)	660	08/08/1988(2)	08/08/1988(3)	Common	660

Reporting Owners

nonsmps

Director 10% Owner Officer Other

WEIGNER RONALD 90 INDUSTRIAL WAY WILMINGTON, MA 01887

V.P. & Chief Financial Officer

Signatures

By: Joseph M.Tocci / POA 05/31/2006

**Signature of Reporting 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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) Option conversion price \$4.43 for option transactions reported on this filing.
- (3) Expires 10 years after date of grant

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.

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