STEWART WILLIAM D

Form 5/A April 12, 2012

FORM 5

OMB APPROVAL

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OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number:

Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form

5 obligations OWNERSHIP OF SECURITIES may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

2 TECH DRIVE

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer STEWART WILLIAM D Symbol

MKS INSTRUMENTS INC [MKSI] (Check all applicable)

(Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)

Director 10% Owner _X__ Officer (give title Other (specify 12/31/2011 below) below)

VP/GM, Vacuum Products (Street)

4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

01/20/2012

ANDOVER, MAÂ 01810

X 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 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Securities Form: Direct Indirect Security Execution Date, if Transaction Acquired (A) or (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4)

(A) Fiscal Year (Instr. 3 and 4) Amount (D) Price

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

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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 Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	,	

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	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	Â	Â	Â	Â	Â	Â	(3)	(3)	Common Stock	1,584.284
Restricted Stock Unit	Â	Â	Â	Â	Â	Â	(4)	(4)	Common Stock	4,400

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
STEWART WILLIAM D 2 TECH DRIVE ANDOVER, MA 01810	Â	Â	VP/GM, Vacuum Products	Â			

Signatures

/s/Renee M.
Donlan POA

**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) This indirect holding was mistakenly omitted from the original Form 5 filed.
- (2) Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.
- (3) The RSUs vest in equal annual installments over three years
- (4) 100% vests three years from the grant date of May 26, 2009 for 2,600 shares and April 9, 2010 for 1,800 shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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