MKS INSTRUMENTS INC

Form 4

February 23, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

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

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Addr EMERSON EI	•	_	2. Issuer Name and Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
8000 W. FLORISSANT AVE.		,	(Month/Day/Year) 12/12/2005	Director Officer (give title below) Director Officer (give title below) LX_10% Owner Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ST. LOUIS, MO 63136			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person			

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	Secur	rities Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie or Disposed o (Instr. 3, 4	f (D)	uired (A) or	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	12/12/2005		G <u>(1)</u>	200,000	D	<u>(2)</u>	8,463,389	I	Through a subsidiary (3)
Common Stock	02/21/2006		S	24,000	D	\$ 22.9702 (4)	8,439,389	I	Through a subsidiary (3)
Common Stock	02/22/2006		S	64,653	D	\$ 22.7786 (5) (6)	8,374,736	I	Through a subsidiary (3)
Common Stock							1,065,182 (7)	D	

Edgar Filing: MKS INSTRUMENTS INC - Form 4

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)

> 9. Nu Deriv Secur Bene

> Follo Repo Trans (Insti

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	isable and	7. Titl	e and	8. Price of	•
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ite	Amou	int of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Ì
	Derivative				Securities			(Instr.	3 and 4)		•
	Security				Acquired						Į
					(A) or						Į
					Disposed						•
					of (D)						
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TC:41	or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				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.		X					
ST. LOUIS, MO 63136							

Signatures

/s/ Harley M. Smith, Assistant Secretary for Emerson

Electric Co.

**Signature of Reporting Person

Date

/s/ Harley M. Smith, Secretary for Astec America Inc.

**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) Bona fide gift to the Emerson Charitable Trust not previously reported.
- (2) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.
- (3) The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.

(4)

Reporting Owners 2

Edgar Filing: MKS INSTRUMENTS INC - Form 4

The Reporting Person gave a sell order to the broker to sell shares of MKS Instruments, Inc. common stock which resulted in sales of 24,000 shares on February 21, 2006. In the discretion of the broker, the sale was effected in multiple transactions, at varying prices, on February 21, 2006, as follows: 400 shares at \$22.83; 100 at \$22.85; 100 at \$22.86; 200 at \$22.87; 300 at \$22.88; 400 at \$22.89; 500 at \$22.91; 1,000 at \$22.92; 1,700 at \$22.93; 2,300 at \$22.94; 1,600 at \$22.95; 1,500 at \$22.96; 1,600 at \$22.97; 2,500 at \$22.98; 4,100 at \$22.99; 2,000 at \$23.00; 200 at \$23.01; 1,000 at \$23.02; 100 at \$23.03; 600 at \$23.04; 1,600 at \$23.05; and 200 at \$23.06. The average sales price for these transactions was \$22.9702 per share.

The Reporting Person gave a sell order to the broker to sell shares of MKS Instruments, Inc. common stock which resulted in sales of 64,653 shares on February 22, 2006. In the discretion of the broker, the sale was effected in multiple transactions, at varying prices, on February 22, 2006, as follows and as described in Footnote (6) below: 200 shares at \$22.08; 100 at \$22.15; 100 at \$22.20; 300 at \$22.23; 200 at \$22.28; 200 at \$22.29; 311 at \$22.30; 189 at \$22.31; 400 at \$22.34; 200 at \$22.38; 100 at \$22.40; 501 at \$22.42; 520 at \$22.43; 480 at \$22.45; 200 at \$22.46; 100 at \$22.48; 300 at \$22.52; 99 at \$22.53; 200 at \$22.54; 300 at \$22.55; 400 at \$22.58; 200 at \$22.59; 500 at \$22.60; 100 at \$22.61; 500 at \$22.63; 100 at \$22.64; 400 at \$22.66; 600 at \$22.70; and 300 at \$22.71.

This footnote sets forth additional detail with respect to the transactions described in Footnote (5), as follows: 700 shares at \$22.72; 1,400 at \$22.73; 800 at \$22.74; 800 at \$22.75; 1,600 at \$22.76; 3,082 at \$22.77; 3,332 at \$22.78; 5,844 at \$22.79; 10,152 at \$22.80; 4,084 at (6) \$22.81; 4,400 at \$22.82; 3,200 at \$22.83; 2,200 at \$22.84; 1,200 at \$22.85; 1,500 at \$22.86; 1,700 at \$22.87; 4,010 at \$22.88; 2,049 at \$22.89; 1,400 at \$22.90; 300 at \$22.91; 500 at \$22.92; 300 at \$22.93; 300 at \$22.94; 300 at \$22.96; 200 at \$22.98; 400 at \$22.99; and 800 at \$23.00. The average sales price for these transactions was \$22.7786 per share.

(7) The reported securities are owned directly by Emerson Electric Co.

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. 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.