MKS INSTRUMENTS INC

Form 4

February 17, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

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OMB APPROVAL

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Check this box

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 * COLELLA GERARD G			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)	3. Date of Earliest Transaction			
90 INDUSTRI	AL WAY		(Month/Day/Year) 02/16/2006	Director 10% Owner X Officer (give title Other (specify below) Chief Business Officer and VP		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
WILMINGTON, MA 01887				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-De	rivative Se	curiti	es Acquir	ed, Disposed of,	or Beneficiall	y 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 (A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D) 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)
Common	02/16/2006		Code V $M_{\underline{(1)(2)}}$	Amount 13,125	(D)	Price \$ 14.72	27,149	D	
Common	02/16/2006		M(1)(2)	11,875	A	\$ 16.88	39,024	D	
Common	02/16/2006		$S_{(1)(2)}$	25,000	D	\$ 23.13	14,024	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 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)	Secu Acq or D (D)	fumber of evaluative surred (A) pisposed of tr. 3, 4, 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy) (1) (2)	(2)	02/16/2006		M(1)(2)		25,000	08/08/1988	08/08/1988	Common	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
reporting owner rame, reduces	

Director 10% Owner Officer Other

COLELLA GERARD G 90 INDUSTRIAL WAY WILMINGTON, MA 01887

Chief Business Officer and VP

Signatures

By: POA / Joseph M. Tocci

02/17/2006

**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) Stock Option Grants include multiple vest dates.

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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