#### Edgar Filing: SMITH JOHN ALEXANDER - Form 4

| SMITH JOH<br>Form 4<br>February 22  | HN ALEXANDE                             | R                                |   |               |                   |                      |  |  |   |  |
|---|---|----------------------------------|---|---------------|-------------------|----------------------|--|--|---|--|
|   | ЛЛ                                      |                                  |   |               |                   |                      |  | OMB AF   | PROVAL  |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549  |   |                                  |   |               |                   |                      | OMB<br>Number:   | 3235-0287  |   |  |
| Check the check | iger STATEN                             | IENT OF CHA                      | CHANGES IN BENEFICIAL OWN   |               |                   |                      | ERSHIP OF  | Expires:<br>Estimated a  | January 31,<br>2005<br>verage                                     |  |
|   | Section 16. SECURITIES<br>Form 4 or     |                                  |   |               |                   | $\Lambda$ ct of 103/ | burden hour<br>response  |  |   |  |
| obligatio<br>may cor<br><i>See</i> Inst<br>1(b).  | ons Section 17(                         | (a) of the Public 30(h) of the 1 | Utility Holdi   | ng Comp       | any A             | Act of 1             |  |  |   |  |
| (Print or Type  | Responses)                              |                                  |   |               |                   |                      |  |  |   |  |
|   | Address of Reporting<br>HN ALEXANDE     | תי                               | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>MKS INSTRUMENTS INC [MKSI]           |               |                   |                      | 5. Relationship of Reporting Person(s) to Issuer   |  |   |  |
|   |   | MKS                              |   |               |                   |                      | (Check all applicable)   |  |   |  |
|   |   |                                  | <ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>02/21/2006</li></ul> |               |                   |                      | Director 10% Owner<br>X Officer (give title Other (specify<br>below) below)<br>V.P. & Chief Tech Officer           |  |   |  |
|   |   |                                  | Filed(Month/Day/Year)   |               |                   |                      | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)  |  |   |  |
| WILMING   | TON, MA 01887                           |                                  |   |               |                   | _                    | X_ Form filed by O<br>Form filed by Mo<br>erson  |  |   |  |
| (City)  | (State)                                 | (Zip) Ta                         | ble I - Non-De  | rivative Se   | curitie           | es Acqui             | red, Disposed of,  | or Beneficiall   | y Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) |                                  | 3.<br>Transaction<br>Code   | 4. Securit    | ies Acc<br>sposed | quired<br>of (D)     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common  | 02/21/2006                              |                                  | Code V<br>M(1)(2)   | Amount 13,125 | (D)<br>A          | Price<br>\$          | (Inst. 5 and 4)<br>25,183  | D  |   |  |
|   |   |                                  | <b>S</b> <sup>(1)(2)</sup>  |               |                   | 14.72                |  |  |   |  |
| Common  | 02/21/2006                              |                                  | S(1)(2)   | 13.125        | D                 | \$ 23                | 12.058   | 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) |     |        | Expiration Date<br>(Month/Day/Year)<br>A) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|---|---|--|-----|--------|---|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A) | (D)    | Date<br>Exercisable                       | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>buy)                | <u>(3)</u>  | 02/21/2006                              |   | М                                      |     | 13,125 | 08/08/1988                                | 08/08/1988         | Common  | 13,125                              |

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## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                             | Relationships |           |                           |       |  |  |  |
|---|---------------|-----------|---------------------------|-------|--|--|--|
|   | Director      | 10% Owner | Officer                   | Other |  |  |  |
| SMITH JOHN ALEXANDER<br>90 INDUSTRIAL WAY<br>WILMINGTON, MA 01887 |               |           | V.P. & Chief Tech Officer |       |  |  |  |
| Signatures  |               |           |                           |       |  |  |  |

### Signatures

| By: Joseph M.Tocci<br>/ POA                | 02/22/2006 |  |  |
|--|------------|--|--|
| <u>**</u> Signature of Reporting<br>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) 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.
- (3) Varying strike prices and vesting 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.