WEIGNER RONALD

Form 4

October 26, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB agas

OMB APPROVAL

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

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			2. Issuer Name an e Symbol	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	MKS INSTRUM 3. Date of Earliest T	MENTS INC [MKSI]	(Check all applicable)			
(Last)	(First)	(Wildaic)		ransaction	Director 10% Owner			
90 INDUSTRIAL WAY			(Month/Day/Year) 10/25/2006		Officer (give title Other (specificelow) V.P. & Chief Financial Officer			
	(Street)		4. If Amendment, D	ate Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Yea	r)	Applicable Line) _X_ Form filed by One Reporting Person			
WILMINGTON, MA 01887					Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			
1 Title of	2 Transaction	Date 24 Dee	med 3	4 Securities Acquired	5 Amount of 6 7 Nature			

		1401	CI TON D		Decar	renes rrequ	in ea, Disposed o	i, or beneficial	ij O Wilcu
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d 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)		
	10/05/0006				. /		10.771	ъ	
Common	10/25/2006		$M_{\underline{1}}^{(1)}$	2,770	A	\$ 4.43	12,771	D	
						\$			
Common	10/25/2006		S(1)	2,770	D	Ψ 21.01	10,001	D	
						21.01			

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

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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)	4. Transactic Code (Instr. 8)	5. Number omf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	•	7. Title and A Underlying S (Instr. 3 and	Securitie
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Stock Option (right to buy)	(2)	10/25/2006	M <u>(1)</u>	2,770	08/08/1988(3)	08/08/1988(4)	Common	2,77

Reporting Owners

onships	
	onships

Director 10% Owner Officer Other

WEIGNER RONALD 90 INDUSTRIAL WAY WILMINGTON, MA 01887

V.P. & Chief Financial Officer

Signatures

By: Joseph M.Tocci / POA 10/26/2006

**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) Stock Option Grants include multiple vest dates.
- (4) 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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