STEWART WILLIAM D

Form 4

February 16, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Fil 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

1(b).

Common

02/15/2007

(Print or Type Responses)

			2. Issuer Name and Ticker or Trading Symbol				ıg	5. Relationship of Reporting Person(s) to Issuer			
			MKS INSTRUMENTS INC [MKSI]				IKSI]	(Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction					<i>)</i>			
90 INDUST	TRIAL WAY		(Month/E 02/15/2	• /				Director X Officer (give below) V.P. &		Owner er (specify	
				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
WILMING	TON, MA 01887								One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	02/15/2007			M(1)	3,750	A	\$ 16.88	16,413	D		
Common	02/15/2007			S <u>(1)</u>	3,750	D	\$ 24.31	12,663	D		
Common	02/15/2007			M(1)	15,000	A	\$ 14.72	27,663	D		
Common	02/15/2007			S(1)	15,000	D	\$ 24.31	12,663	D		

 $\mathbf{M}^{(1)}$

37,500 A

24.31

50,163

D

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Common 02/15/2007 $S_{\underline{1}}^{(1)}$ 37,500 D ${}^{\$}_{24.25}$ 12,663 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.

SEC 1474

(9-02)

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option (right to buy)	<u>(2)</u>	02/15/2007		M <u>(1)</u>	3,750	08/08/1988(3)	08/08/1988 <u>(4)</u>	Common	3,7
Stock Option (right to buy)	<u>(5)</u>	02/15/2007		M <u>(1)</u>	15,000	08/08/1988(3)	08/08/1988 <u>(4)</u>	Common	15,0
Stock Option (right to buy)	<u>(6)</u>	02/15/2007		M <u>(1)</u>	37,500	08/08/1988(3)	08/08/1988(4)	Common	37,:

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporous o water runner, runners	Director	10% Owner	Officer	Other			
STEWART WILLIAM D							
90 INDUSTRIAL WAY			V.P. & General Manager				
WILMINGTON MA 01887							

Reporting Owners 2

Signatures

By: Joseph M.Tocci / POA

02/16/2007

**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) 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 is \$16.88 per share for option transactions reported on this filing.
- (3) Stock Option Grants include multiple vest dates.
- (4) Expires 10 years after date of grant
- (5) Option conversion price is \$14.72 per share for option transactions reported on this filing fad
- (6) Option conversion price is \$17.74 per share for option transactions reported on this filing.

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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