

BERLINGHIERI LEO
Form 4
February 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
BERLINGHIERI LEO

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)
2 TECH DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

ANDOVER, MA 01810

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/17/2012		M		5,400	A	\$ 29.93 42,337
Common Stock	02/17/2012		S		3,200	D	\$ 32.048 39,137 <u>(1)</u>
Common Stock	02/17/2012		M		3,200	A	\$ 27.11 42,337
Common Stock	02/17/2012		S		5,400	D	\$ 32.038 36,937 <u>(2)</u>

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 29.93	02/17/2012		M	5,400	01/05/2005 ⁽³⁾ 01/06/2014	Common Stock	5,400
Stock Option (Right to Buy)	\$ 27.11	02/17/2012		M	3,200	11/11/2004 ⁽⁴⁾ 11/11/2013	Common Stock	3,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERLINGHIERI LEO 2 TECH DRIVE ANDOVER, MA 01810	X		President and CEO	

Signatures

/s/Renee M. Donlan POA 02/21/2012

**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).

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(1) This transaction was executed in multiple trades at prices ranging from \$32.00 to \$32.12 The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon request, the full information regarding the number of shares and prices at which the transaction was effected.

(2) This transaction was executed in multiple trades at prices ranging from \$32.00 to \$32.12 The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon request, the full information regarding the number of shares and prices at which the transaction was effected.

(3) Vests 100% one year after grant

(4) 25% after first year, 6.25% each quarter thereafter - total 4 years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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