MKS INSTRUMENTS INC

Form 4 May 09, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, 2005

0.5

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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

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * EMERSON ELECTRIC CO		2. Issuer Name and Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]				···· · 5	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check all applicable)				
8000 W. FLORISSANT AVE.		(Month/Day/Year) 05/05/2006					Director X 10% Owner Officer (give title below) Other (specify below)				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
ST LOUIS, MO 63136			Filed(Month/Day/Year)					Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	hle I . Non	-Derivativ	e Secu	rities Acan	ired, Disposed of	or Reneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/D	ed Date, if	3.	4. Securit or Dispos (Instr. 3,	ies Ac	equired (A)	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 Stock	05/05/2006			S	22,424	D	\$ 24.4016 (1) (2)	6,977,631	I	Through a subsidiary (3)	
Common Stock	05/08/2006			S	19,507	D	\$ 24.4229 (4) (5)	6,958,124	I	Through a subsidiary (3)	
~											

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

1,065,182

D (6)

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amour Underl Securit (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
EMERSON ELECTRIC CO 8000 W. FLORISSANT AVE. ST LOUIS, MO 63136		X					
ASTEC AMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008		X					

Signatures

/s/ Harley M. Smith, Assistant Secretary for Emerson Electric Co.	05/09/2006
**Signature of Reporting Person	Date
/s/ Harley M. Smith, Secretary for Astec America Inc.	05/09/2006
**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).

The sales were effected in multiple transactions, at varying prices, on May 5, 2006, as follows and as described in Footnote 2 below: 200 shares at \$24.14; 200 at \$24.15; 200 at \$24.16; 100 at \$24.17; 100 at \$24.18; 149 at \$24.23; 100 at \$24.24; 200 at \$24.25; 100 at \$24.26;

(1) 100 at \$24.27; 200 at \$24.28; 1,211 at \$24.29; 600 at \$24.30; 600 at \$24.31; 500 at \$24.32; 700 at \$24.33; 600 at \$24.34; 1,800 at \$24.35; 400 at \$24.36; 1,000 at \$24.37; 2,100 at \$24.38; 1,300 at \$24.39; 600 at \$24.40; 100 at \$24.41; 462 at \$24.42; 200 at \$24.43; 700 at \$24.44; 700 at \$24.45.

(2)

Reporting Owners 2

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This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 200 shares at \$24.46; 200 at \$24.47; 200 at \$24.48; 1,000 at \$24.49; 2,200 at \$24.50; 1,800 at \$24.51; 300 at \$24.52; 100 at \$24.53; 200 at \$24.54; 100 at \$24.55; 202 at \$24.58; 200 at \$24.61; 200 at \$24.62; 200 at \$24.63; and 100 at \$24.67. The weighted average sales price for these transactions was \$24.4016 per share.

- (3) The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.
- The sales were effected in multiple transactions, at varying prices, on May 8, 2006, as follows and as described in Footnote 5 below: 400 shares at \$24.21; 100 at \$24.25; 600 at \$24.26; 200 at \$24.27; 200 at \$24.28; 100 at \$24.29; 300 at \$24.30; 100 at \$24.31; 200 at \$24.33; 200 at \$24.34; 300 at \$24.35; 100 at \$24.36; 900 at \$24.37; 3,660 at \$24.38; 740 at \$24.39; 600 at \$24.40; 533 at \$24.41; 700 at \$24.42; 1,600 at \$24.43; 700 at \$24.44; and 1,290 at \$24.45.
- This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 1,100 shares at \$24.46; 497 at \$24.47; 1,000 at \$24.48; 1,287 at \$24.49; 600 at \$24.50; 100 at \$24.53; 100 at \$24.56; 200 at \$24.57; 200 at \$24.61; 100 at \$24.62; 100 at \$24.66; 400 at \$24.68; 100 at \$24.70; and 200 at \$24.71. The weighted average sales price for these transactions was \$24.4229 per share.
- (6) The reported securities are owned directly by Emerson Electric Co.

Remarks:

See Exhibit 99.1 - Joint Filer Information

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.