

MKS INSTRUMENTS INC
Form 4
June 05, 2006

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 *
EMERSON ELECTRIC CO

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)
8000 W. FLORISSANT AVE.

(Street)

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

06/01/2006

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

ST LOUIS, MO 63136

(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 | 06/01/2006 | | S | 66,936 D \$ 22.0615 (1) (2) | 6,250,791 | I | Through a subsidiary (3) |
| Common Stock | 06/02/2006 | | S | 43,355 D \$ 21.6607 (4) (5) | 6,207,436 | I | Through a subsidiary (3) |
| Common Stock | | | | | 1,065,182 | D (6) | |

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

SEC 1474 (9-02)

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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

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

Signatures

| | |
|----------------------------------------------------------------------|------------|
| /s/ Timothy G. Westman, Assistant Secretary for Emerson Electric Co. | 06/05/2006 |
| __Signature of Reporting Person | Date |
| /s/ Timothy G. Westman, Secretary for Astec America Inc. | 06/05/2006 |
| __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 June 1, 2006, as follows and as described in Footnote 2 below: 189 shares at \$21.62; 200 at \$21.64; 211 at \$21.65; 100 at \$21.68; 500 at \$21.69; 200 at \$21.71; 600 at \$21.73; 200 at \$21.74; 546 at \$21.75;
- (1) 100 at \$21.76; 229 at \$21.77; 400 at \$21.78; 600 at \$21.79; 227 at \$21.80; 700 at \$21.81; 200 at \$21.82; 900 at \$21.83; 922 at \$21.84; 1,100 at \$21.85; 1,178 at \$21.86; 2,500 at \$21.87; 1,734 at \$21.88; 1,511 at \$21.89; 600 at \$21.90; 900 at \$21.91; 1,320 at \$21.92; 200 at \$21.93; 500 at \$21.94; 600 at \$21.95; 200 at \$21.96; 300 at \$21.98; 700 at \$21.99; and 800 at \$22.00.
- (2)

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This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 1,500 shares at \$22.01; 1,100 at \$22.03; 1,700 at \$22.04; 3,875 at \$22.05; 1,059 at \$22.06; 966 at \$22.07; 1,600 at \$22.08; 2,600 at \$22.09; 1,800 at \$22.10; 1,613 at \$22.11; 1,087 at \$22.12; 1,300 at \$22.13; 100 at \$22.14; 300 at \$22.16; 2,824 at \$22.17; 2,500 at \$22.18; 200 at \$22.19; 2,049 at \$22.20; 3,182 at \$22.21; 1,508 at \$22.22; 400 at \$22.23; 8,628 at \$22.24; 900 at \$22.25; 700 at \$22.26; 278 at \$22.27; and 2,000 at \$22.28. The weighted average sales price for these transactions was \$22.0615 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 June 2, 2006, as follows and as described in Footnote 5 below: 100 shares at \$21.11; 500 at \$21.17; 100 at \$21.19; 200 at \$21.21; 300 at \$21.23; 100 at \$21.26; 100 at \$21.27; 100 at \$21.28; 100 at \$21.30; 300 at \$21.31; 700 at \$21.33; 200 at \$21.34; 300 at \$21.35; 100 at \$21.37; 300 at \$21.40; 130 at \$21.41; 470 at \$21.42; 400 at \$21.43; 200 at \$21.44; 500 at \$21.47; 100 at \$21.49; 200 at \$21.50; 1,600 at \$21.51; 1,300 at \$21.52; 1,287 at \$21.53; 800 at \$21.54; 900 at \$21.55; 1,400 at \$21.56; 1,100 at \$21.57; 1,400 at \$21.58; 1,400 at \$21.59; 1,700 at \$21.60; 2,600 at \$21.61; 2,526 at \$21.62; 1,900 at \$21.63; 1,000 at \$21.64; 511 at \$21.65; 1,400 at \$21.66; 1,000 at \$21.67; 500 at \$21.68; 1,100 at \$21.69; and 300 at \$21.70.

- (4) This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 1,200 shares at \$21.71; 700 at \$21.72; 563 at \$21.73; 300 at \$21.74; 137 at \$21.75; 600 at \$21.76; 200 at \$21.77; 200 at \$21.78; 600 at \$21.79; 400 at \$21.80; 400 at \$21.81; 31 at \$21.82; 100 at \$21.83; 200 at \$21.87; 500 at \$21.90; 300 at \$21.95; 200 at \$21.96; 800 at \$21.97; 500 at \$21.98; 200 at \$21.99; 293 at \$22.04; 100 at \$22.05; 500 at \$22.06; 107 at \$22.08; 100 at \$22.09; 200 at \$22.10; 300 at \$22.15; 200 at \$22.17; 300 at \$22.18; 200 at \$22.19; 100 at \$22.21; 200 at \$22.22; 200 at \$22.23; 400 at \$22.24; 100 at \$22.26; 200 at \$22.30; 100 at \$22.31; 200 at \$22.32; and 200 at \$22.35. The weighted average sales price for these transactions was \$21.6607 per share.

- (5) 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.

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