

MKS INSTRUMENTS INC
Form 4
August 16, 2006

FORM 4

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

OMB APPROVAL

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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 [MKSII]

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)

08/14/2006

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

ST LOUIS, MO 63136

(City) (State) (Zip)

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

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/14/2006 | | S | 45,820 D \$ 19.1337 (1) (2) | 4,662,137 | I | Through a subsidiary |
| Common Stock | 08/15/2006 | | S | 71,800 D \$ 19.932 (3) (4) (5) | 4,590,337 | I | Through a subsidiary |
| Common Stock | | | | | 1,065,182 | D | |

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

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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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 | |

Signatures

/s/ Timothy G. Westman, Assistant Secretary
Date: 08/16/2006

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).
- (1) The sales were effected in multiple transactions, at varying prices, on August 14, 2006, as follows and as described in Footnote 2 below: 12,700 shares at \$19.00; 1,500 at \$19.01; 1,200 at \$19.02; 900 at \$19.03; 500 at \$19.04; 800 at \$19.05; 900 at \$19.06; 1,600 at \$19.07; 1,300 at \$19.08; 1,500 at \$19.09; 1,900 at \$19.10; 1,000 at \$19.11; 1,200 at \$19.12; 600 at \$19.13; 800 at \$19.14; 1,000 at \$19.15; 300 at \$19.16; 600 at \$19.17; 300 at \$19.18; 700 at \$19.19; 300 at \$19.20; 400 at \$19.21; 400 at \$19.22; 806 at \$19.23; and 887 at \$19.24.
- (2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 2,107 shares at \$19.25; 800 at \$19.26; 300 at \$19.27; 1,200 at \$19.28; 500 at \$19.29; 246 at \$19.30; 174 at \$19.31; 200 at \$19.32; 422 at \$19.33; 600 at \$19.34; 1,000 at \$19.35; 678 at \$19.36; 300 at \$19.37; 200 at \$19.38; 500 at \$19.39; 1,100 at \$19.40; 300 at \$19.41; 700 at \$19.42; 200 at \$19.44; and 200 at \$19.46. The weighted average sales price for these transactions was \$19.1337 per share.
- (3) The sales were effected in multiple transactions, at varying prices, on August 15, 2006, as follows and as described in Footnotes 4 and 5 below: 155 shares at \$19.12; 45 at \$19.13; 200 at \$19.15; 100 at \$19.16; 116 at \$19.29; 600 at \$19.37; 400 at \$19.38; 200 at \$19.39; 188 at \$19.40; 200 at \$19.41; 100 at \$19.42; 100 at \$19.43; 200 at \$19.45; 100 at \$19.46; 400 at \$19.47; 100 at \$19.48; 600 at \$19.49; 300 at \$19.50; 400 at \$19.51; 400 at \$19.52; 100 at \$19.53; 600 at \$19.54; 200 at \$19.55; 400 at \$19.56; 200 at \$19.59; and 100 at \$19.62.
- (4) This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 200 shares at \$19.64; 200 at \$19.67; 200 at \$19.68; 500 at \$19.69; 700 at \$19.70; 100 at \$19.71; 700 at \$19.72; 400 at \$19.73; 300 at \$19.74; 200 at \$19.75; 200 at \$19.76; 200 at \$19.77; 200 at \$19.78; 200 at \$19.79; 200 at \$19.80; 200 at \$19.81; 200 at \$19.82; 200 at \$19.83; 200 at \$19.84; 200 at \$19.85; 200 at \$19.86; 200 at \$19.87; 200 at \$19.88; 200 at \$19.89; 200 at \$19.90; 200 at \$19.91; 200 at \$19.92; 200 at \$19.93; 200 at \$19.94; 200 at \$19.95; 200 at \$19.96; 200 at \$19.97; 200 at \$19.98; 200 at \$19.99; and 200 at \$20.00.

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\$19.76; 200 at \$19.77; 800 at \$19.78; 800 at \$19.79; 400 at \$19.80; 900 at \$19.81; 300 at \$19.82; 1,000 at \$19.83; 800 at \$19.84; 955 at \$19.85; 2,400 at \$19.86; 1,300 at \$19.87; 1,926 at \$19.88; 2,300 at \$19.89; and 3,900 at \$19.90.

(5) This footnote sets forth additional detail with respect to the transactions described in Footnotes 3 and 4, as follows: 3,850 shares at \$19.91; 1,683 at \$19.92; 2,117 at \$19.93; 2,248 at \$19.94; 4,291 at \$19.95; 2,952 at \$19.96; 1,909 at \$19.97; 400 at \$19.98; 200 at \$19.99; 677 at \$20.00; 1,088 at \$20.01; 700 at \$20.02; 200 at \$20.03; 1,000 at \$20.04; 400 at \$20.05; 1,000 at \$20.06; 1,000 at \$20.07; 300 at \$20.08; 200 at \$20.09; 500 at \$20.10; 400 at \$20.11; 100 at \$20.12; 259 at \$20.14; 2,041 at \$20.15; 900 at \$20.16; 1,900 at \$20.17; 2,600 at \$20.18; 3,300 at \$20.19; 2,300 at \$20.20; 200 at \$20.21; 200 at \$20.22; 600 at \$20.23; and 2,100 at \$20.24. The weighted average sales price for these transactions was \$19.932 per share.

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.