

COLELLA GERARD G
Form 4
February 17, 2011

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 *
COLELLA GERARD G

(Last) (First) (Middle)

2 TECH DRIVE

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSI]

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

02/16/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP, Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 (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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/16/2011		M		823 A \$ 20.02	848	D
Common Stock	02/16/2011		S		823 D \$ 30.22	25	D
Common Stock	02/16/2011		M		436 A \$ 18.44	461	D
Common Stock	02/16/2011		S		436 D \$ 30.22	25	D
Common Stock	02/16/2011		M		375 A \$ 18.12	400	D

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Common	02/16/2011	S	375	D	\$	30.29	25	D
Stock					(1)			

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

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.02	02/16/2011		M	823	10/15/2002 ⁽²⁾ 10/15/2011	Common Stock	823
Stock Option (Right to Buy)	\$ 18.44	02/16/2011		M	436	06/24/2003 ⁽³⁾ 06/24/2012	Common Stock	436
Stock Option (Right to Buy)	\$ 18.12	02/16/2011		M	375	05/29/2004 ⁽⁴⁾ 05/29/2013	Common Stock	375

Reporting Owners

Reporting Owner Name / Address	Relationships
COLELLA GERARD G 2 TECH DRIVE ANDOVER, MA 01810	Director 10% Owner Officer Other VP, Chief Operating Officer

Signatures

/s/Renee M.
Donlan POA

02/17/2011

__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).

- This transaction was executed in multiple trades at prices ranging from \$30.28 to \$30.29. The price reported above reflects the weighted
- (1) 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) Vests as follows: 33 1/3 after the first year and each successive 12 month period thereafter.
 - (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. 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.