

MKS INSTRUMENTS INC
Form 4
August 30, 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 [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)
08/28/2006

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

ST LOUIS, MO 63136

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

6. Individual or Joint/Group Filing (Check Applicable Line)
__X__ 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	08/28/2006		S	51,000 D \$ 20.5584 (1) (2)	4,066,399	I	Through a subsidiary
Common Stock	08/29/2006		S	50,000 D \$ 20.3815 (3) (4)	4,016,399	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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SEC 1474 (9-02)

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(4) This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 400 shares at \$20.38; 800 at \$20.39; 870 at \$20.40; 1,830 at \$20.41; 4,600 at \$20.42; 3,723 at \$20.43; 7,400 at \$20.44; 1,833 at \$20.45; 1,933 at \$20.46; 1,167 at \$20.47; 1,658 at \$20.48; 1,150 at \$20.49; 2,132 at \$20.50; 416 at \$20.51; 102 at \$20.53; 204 at \$20.54; 15 at \$20.55; 685 at \$20.56; and 200 at \$20.57. The weighted average sales price for these transactions was \$20.3815 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.

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