

MKS INSTRUMENTS INC
 Form 4
 July 17, 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

 (Last) (First) (Middle)
 8000 W. FLORISSANT AVE.

 (Street)
 ST LOUIS, MO 63136

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MKS INSTRUMENTS INC [MKS]

 3. Date of Earliest Transaction
 (Month/Day/Year)
 07/13/2006

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

 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 (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)
Common Stock	07/13/2006		S	17,031 D	\$ 19.1121 (1) 5,237,974	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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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. Nu...	Deriv...	Secur...	Bene...	Own...	Follo...	Repo...	Trans...	(Instr...
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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
07/17/2006

 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 July 13, 2006, as follows: 5,900 shares at \$19.00; 500 at \$19.01; 369 at \$19.02; 400 at \$19.03; 200 at \$19.04; 420 at \$19.05; 300 at \$19.06; 500 at \$19.07; 417 at \$19.08; 600 at \$19.09; 300 at \$19.11; 400 at \$19.12; 500 at \$19.13; 317 at \$19.14; 200 at \$19.15; 486 at \$19.16; 300 at \$19.17; 700 at \$19.20; 100 at \$19.22; 600 at \$19.23; 100 at \$19.24; 500 at \$19.25; 200 at \$19.26; 300 at \$19.27; 322 at \$19.28; 200 at \$19.29; 600 at \$19.30; 200 at \$19.31; 100 at \$19.32; 200 at \$19.33; 200 at \$19.34; 400 at \$19.36; and 200 at \$19.42. The weighted average sales price for these transactions was \$19.1121 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.