

MKS INSTRUMENTS INC

Form 4

May 01, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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 [MKSI]

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

04/27/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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	04/27/2006		S	15,000 D	\$ 24.28 (1) (2) 7,191,711	I	Through a subsidiary (3)
Common Stock	04/28/2006		S	5,000 D	\$ 23.4558 (4) 7,186,711	I	Through a subsidiary (3)
Common Stock					1,065,182	D (5)	

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 Beneficially Owned Following Reported Transaction (Instr. 10)
				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		
ASTEC AMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008		X		

## Signatures

/s/ Harley M. Smith, Assistant Secretary for Emerson Electric Co. 05/01/2006

\_\_Signature of Reporting Person Date

/s/ Harley M. Smith, Secretary for Astec America Inc. 05/01/2006

\_\_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 April 27, 2006, as follows and as described in Footnote 2 below:

- (1) 213 shares at \$23.93; 87 at \$23.95; 100 at \$23.96; 100 at \$23.98; 300 at \$23.99; 200 at \$24.02; 400 at \$24.04; 200 at \$24.05; 200 at \$24.12; 200 at \$24.13; 300 at \$24.14; 500 at \$24.15; 500 at \$24.16; 900 at \$24.17; 100 at \$24.18; 900 at \$24.19; 1,600 at \$24.20; 400 at \$24.21; 800 at \$24.22; 200 at \$24.23; 300 at \$24.24; 100 at \$24.25; 500 at \$24.27; 100 at \$24.28; 300 at \$24.29; 500 at \$24.30; 300 at \$24.31; 600 at \$24.32; 200 at \$24.33; 100 at \$24.34; and 300 at \$24.35.

(2)

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This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 200 shares at \$24.36; 300 at \$24.37; 300 at \$24.41; 100 at \$24.43; 200 at \$24.47; 300 at \$24.50; 100 at \$24.51; 100 at \$24.52; 300 at \$24.53; 100 at \$24.55; 100 at \$24.67; 200 at \$24.69; 200 at \$24.70; 100 at \$24.71; 100 at \$24.73; 200 at \$24.74; and 600 at \$24.75. The weighted average sales price for these transactions was \$24.2800 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.

- (4) The sales were effected in multiple transactions, at varying prices, on April 28, 2006, as follows: 200 shares at \$22.49; 200 at \$22.57; 100 at \$22.64; 300 at \$22.65; 200 at \$22.95; 100 at \$23.25; 200 at \$23.43; 100 at \$23.45; 200 at \$23.49; 300 at \$23.51; 400 at \$23.56; 200 at \$23.58; 100 at \$23.59; 100 at \$23.61; 100 at \$23.64; 200 at \$23.70; 200 at \$23.71; 400 at \$23.72; 500 at \$23.73; 400 at \$23.79; 100 at \$23.84; 100 at \$23.85; and 300 at \$23.89. The weighted average sales price for these transactions was \$23.4558 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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