

MKS INSTRUMENTS INC
 Form 4
 July 11, 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)
 07/07/2006

____ Director
 ____ Officer (give title below)
 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)
 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 Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------------------|-----------|---|-----------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/07/2006 | | S | | | 25,000 | D | \$ 19.5044 (1) (2) | 5,322,405 | I | Through a subsidiary. |
| Common Stock | 07/10/2006 | | S | | | 17,400 | D | \$ 19.2217 (3) (4) | 5,305,005 | 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)

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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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: 07/11/2006

**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 7, 2006, as follows and as described in Footnote 2 below: 61 shares at \$19.18; 71 at \$19.21; 168 at \$19.22; 200 at \$19.23; 200 at \$19.24; 1,000 at \$19.25; 400 at \$19.26; 1,200 at \$19.27; 396 at \$19.28; 300 at \$19.29; 700 at \$19.30; 700 at \$19.31; 600 at \$19.32; 600 at \$19.33; 400 at \$19.34; 299 at \$19.35; 200 at \$19.37; 100 at \$19.39; 464 at \$19.44; 119 at \$19.45; 117 at \$19.46; 100 at \$19.47; 400 at \$19.48; 491 at \$19.49; 482 at \$19.50; 207 at \$19.51; 1,028 at \$19.52; 970 at \$19.53; 619 at \$19.54; and 353 at \$19.55.

(2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 825 shares at \$19.56; 642 at \$19.57; 900 at \$19.58; 955 at \$19.59; 400 at \$19.60; 723 at \$19.61; 741 at \$19.62; 709 at \$19.63; 1,536 at \$19.64; 816 at \$19.65; 963 at \$19.66; 146 at \$19.67; 549 at \$19.68; 100 at \$19.69; 9 at \$19.70; 300 at \$19.71; 485 at \$19.72; 300 at \$19.73; 595 at \$19.74; 120 at \$19.75; 200 at \$19.76; and 41 at \$19.78. The weighted average sales price for these transactions was \$19.5044 per share.

(3) The sales were effected in multiple transactions, at varying prices, on July 10, 2006, as follows and as described in Footnote 4 below: 2,200 shares at \$19.00; 100 at \$19.04; 100 at \$19.05; 100 at \$19.06; 200 at \$19.07; 200 at \$19.08; 158 at \$19.09; 200 at \$19.10; 300 at \$19.11; 100 at \$19.12; 156 at \$19.13; 600 at \$19.14; 42 at \$19.15; 844 at \$19.16; 200 at \$19.17; 100 at \$19.18; 400 at \$19.19; 700 at \$19.20; 600 at \$19.21; 752 at \$19.22; 400 at \$19.23; 1,329 at \$19.24; and 319 at \$19.25.

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This footnote sets forth additional detail with respect to the transactions described in Footnote 3 as follows: 200 shares at \$19.26; 700 at (4) \$19.27; 300 at \$19.28; 100 at \$19.29; 200 at \$19.30; 500 at \$19.32; 2,187 at \$19.33; 1,100 at \$19.34; 100 at \$19.35; 613 at \$19.36; 241 at \$19.37; 100 at \$19.38; 800 at \$19.40; and 159 at \$19.41. The weighted average sales price for these transactions was \$19.2217 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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