

MKS INSTRUMENTS INC

Form 4

August 18, 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

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(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.

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

08/16/2006

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

(Street)

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

ST LOUIS, MO 63136

(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 Ownership Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
							(1) (2) (3)		
Common Stock	08/16/2006		S		100,000	D	\$ 20.816 (1) (2) (3)	4,490,337 I	Through a subsidiary
Common Stock	08/17/2006		S		72,322	D	\$ 20.6596 (4) (5)	4,418,015 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)

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	

Signatures

/s/ Timothy G. Westman, Assistant Secretary 08/18/2006

__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 August 16, 2006, as follows and as described in footnotes 2 and 3 below: 100 shares at \$20.10; 300 at \$20.12; 200 at \$20.14; 100 at \$20.16; 300 at \$20.18; 200 at \$20.20; 700 at \$20.21; 400 at \$20.22; 200 at \$20.23; 400 at \$20.24; 300 at \$20.25; 200 at \$20.30; 200 at \$20.35; 300 at \$20.39; 500 at \$20.40; 600 at \$20.41; 200 at \$20.42; 800 at \$20.43; 800 at \$20.44; 544 at \$20.45; 500 at \$20.46; 600 at \$20.47; 1,000 at \$20.48; 100 at \$20.49; 500 at \$20.50; 1,100 at \$20.51; 600 at \$20.52; and 500 at \$20.53.

(2) This footnote sets forth additional detail with respect to the transactions described in footnote 1, as follows: 300 shares at \$20.54; 1,200 at \$20.55; 911 at \$20.56; 889 at \$20.57; 1,326 at \$20.58; 1,074 at \$20.59; 300 at \$20.60; 800 at \$20.61; 100 at \$20.62; 1,100 at \$20.63; 300 at \$20.64; 500 at \$20.65; 700 at \$20.66; 200 at \$20.67; 700 at \$20.68; 100 at \$20.69; 300 at \$20.70; 800 at \$20.71; 500 at \$20.72; 300 at \$20.74; 100 at \$20.75; 600 at \$20.76; and 1,400 at \$20.77.

(3) This footnote sets forth additional detail with respect to the transactions described in footnotes 1 and 2, as follows: 1,600 shares at \$20.78; 1,220 at \$20.79; 1,803 at \$20.80; 919 at \$20.81; 1,478 at \$20.82; 1,600 at \$20.83; 1,381 at \$20.84; 4,320 at \$20.85; 1,668 at \$20.86; 931 at \$20.87; 900 at \$20.88; 1,174 at \$20.89; 4,926 at \$20.90; 4,500 at \$20.91; 4,200 at \$20.92; 5,500 at \$20.93; 2,095 at \$20.94; 10,241 at \$20.95; 600 at \$20.96; 8,300 at \$20.97; 2,500 at \$20.98; 2,300 at \$20.99; 8,000 at \$21.00; 800 at \$21.01; and 300 at \$21.02. The weighted average sales price for these transactions was \$20.816 per share.

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- The sales were effected in multiple transactions, at varying prices, on August 17, 2006, as follows and as described in footnote 5 below:
- (4) 200 shares at \$20.38; 200 at \$20.43; 318 at \$20.44; 1,382 at \$20.45; 2,700 at \$20.46; 1,200 at \$20.47; 700 at \$20.48; 600 at \$20.49; 1,500 at \$20.50; 2,223 at \$20.51; 1,777 at \$20.52; 2,322 at \$20.53; 1,000 at \$20.54; 1,300 at \$20.55; 1,200 at \$20.56; 1,800 at \$20.57; 1,100 at \$20.58; 800 at \$20.59; 2,400 at \$20.60; and 1,400 at \$20.61.

- This footnote sets forth additional detail with respect to the transactions described in footnote 4 as follows: 1,000 shares at \$20.62; 800 at \$20.63; 600 at \$20.64; 4,500 at \$20.65; 1,826 at \$20.66; 1,608 at \$20.67; 666 at \$20.68; 1,780 at \$20.69; 2,948 at \$20.70; 1,637 at \$20.71; 335 at \$20.72; 2,000 at \$20.73; 1,300 at \$20.74; 9,700 at \$20.75; 4,878 at \$20.76; 1,822 at \$20.77; 900 at \$20.78; 400 at \$20.79; 1,800 at \$20.80; 1,500 at \$20.81; 100 at \$20.82; 1,000 at \$20.83; 400 at \$20.84; 500 at \$20.85; 700 at \$20.86; 900 at \$20.88; 300 at \$20.89; 200 at \$20.90; and 100 at \$20.93. The weighted average sales price for these transactions was \$20.6596 per share.
- (5)

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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