

MKS INSTRUMENTS INC
Form 4
August 02, 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

(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)

07/31/2006

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)
			Code	V Amount (D) Price			
Common Stock	07/31/2006		S	94,675 D \$ 20.7569 (1) (2)	5,058,799	I	Through a subsidiary
Common Stock	08/01/2006		S	50,114 D \$ 20.0912 (3) (4)	5,008,685	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 \$20.21; 900 at \$20.22; 600 at \$20.23; 1,500 at \$20.24; 900 at \$20.25; 200 at \$20.26; 100 at \$20.27; 100 at \$20.28; 800 at \$20.29; 300 at \$20.30; 300 at \$20.31; 100 at \$20.32; 400 at \$20.33; 900 at \$20.34; 100 at \$20.35; 100 at \$20.40; 500 at \$20.41; 300 at \$20.43; 100 at \$20.44; and 100 at \$20.48. The weighted average sales price for these transactions was \$20.0912 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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