

WEIGNER RONALD
Form 4
February 18, 2009

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 *
WEIGNER RONALD

(Last) (First) (Middle)

2 TECH DRIVE

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSI]

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

02/13/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

V.P., C.F.O & Treasurer

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

X 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/13/2009		F ⁽³⁾	3,476	\$ 15.89	D	7,049.652

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. D
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)					(2)	(2)	Common Stock	16,312
Stock Option (Right to Buy)	\$ 32					01/04/2001	01/04/2010	Common Stock	12,000
Stock Option (Right to Buy)	\$ 17.25					03/21/2002	03/21/2011	Common Stock	30,000
Stock Option (Right to Buy)	\$ 20.02					10/15/2002	10/15/2011	Common Stock	950
Stock Option (Right to Buy)	\$ 24.5					11/14/2002	11/14/2011	Common Stock	125,000
Stock Option (Right to Buy)	\$ 23.5					01/30/2003	01/30/2012	Common Stock	30,000
Stock Option (Right to Buy)	\$ 18.44					06/24/2003	06/24/2012	Common Stock	503
Stock Option (Right to Buy)	\$ 16.88					11/22/2003	11/22/2012	Common Stock	30,000
Stock Option (Right to Buy)	\$ 12.97					02/07/2004	02/07/2013	Common Stock	503

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Stock Option (Right to Buy)	\$ 17.6	07/01/2004	07/01/2013	Common Stock	392
Stock Option (Right to Buy)	\$ 27.11	11/11/2004	11/13/2013	Common Stock	24,000
Stock Option (Right to Buy)	\$ 29.93	01/05/2005	01/06/2014	Common Stock	6,000
Stock Option (Right to Buy)	\$ 14.72	07/30/2005	07/30/2014	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEIGNER RONALD 2 TECH DRIVE ANDOVER, MA 01810			V.P., C.F.O & Treasurer	

Signatures

/s/Renee M.
Donlan POA

02/18/2009

**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) Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.
- (2) One half of RSUs shall vest in equal annual installments over three years, and the other half shall be subject to the achievement of performance criteria, and thereafter shall vest in equal annual installments over three years.
- (3) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

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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