

MKS INSTRUMENTS INC
Form 4
May 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 [MKSI]

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)

05/05/2006

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/05/2006		S	22,424 D \$ 24.4016 (1) (2)	6,977,631	I	Through a subsidiary (3)
Common Stock	05/08/2006		S	19,507 D \$ 24.4229 (4) (5)	6,958,124	I	Through a subsidiary (3)
Common Stock					1,065,182	D (6)	

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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This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 200 shares at \$24.46; 200 at \$24.47; 200 at \$24.48; 1,000 at \$24.49; 2,200 at \$24.50; 1,800 at \$24.51; 300 at \$24.52; 100 at \$24.53; 200 at \$24.54; 100 at \$24.55; 202 at \$24.58; 200 at \$24.61; 200 at \$24.62; 200 at \$24.63; and 100 at \$24.67. The weighted average sales price for these transactions was \$24.4016 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 May 8, 2006, as follows and as described in Footnote 5 below: 400 shares at \$24.21; 100 at \$24.25; 600 at \$24.26; 200 at \$24.27; 200 at \$24.28; 100 at \$24.29; 300 at \$24.30; 100 at \$24.31; 200 at \$24.33; 200 at \$24.34; 300 at \$24.35; 100 at \$24.36; 900 at \$24.37; 3,660 at \$24.38; 740 at \$24.39; 600 at \$24.40; 533 at \$24.41; 700 at \$24.42; 1,600 at \$24.43; 700 at \$24.44; and 1,290 at \$24.45.

- (5) This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 1,100 shares at \$24.46; 497 at \$24.47; 1,000 at \$24.48; 1,287 at \$24.49; 600 at \$24.50; 100 at \$24.53; 100 at \$24.56; 200 at \$24.57; 200 at \$24.61; 100 at \$24.62; 100 at \$24.66; 400 at \$24.68; 100 at \$24.70; and 200 at \$24.71. The weighted average sales price for these transactions was \$24.4229 per share.

- (6) 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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