

MKS INSTRUMENTS INC
Form 4
July 05, 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)

06/30/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
___X___ 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 (A) or (D) Price			
Common Stock	06/30/2006		S	25,000 D \$ 20.2981 (1) (2)	5,422,405	I	Through a subsidiary (3)
Common Stock	07/03/2006		S	25,000 D \$ 20.3126 (4) (5)	5,397,405	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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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		
ASTEC AMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008		X		

Signatures

/s/ Timothy G. Westman, Assistant Secretary for Emerson Electric Co. 07/05/2006
**Signature of Reporting Person Date

/s/ Timothy G. Westman, Secretary for Astec America Inc. 07/05/2006
**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 June 30, 2006, as follows and as described in Footnote 2 below: 386 shares at \$19.99; 300 at \$20.00; 14 at \$20.02; 400 at \$20.03; 200 at \$20.04; 200 at \$20.05; 300 at \$20.06; 300 at \$20.08; 118 at \$20.09; 200 at \$20.13; 600 at \$20.14; 200 at \$20.15; 400 at \$20.16; 477 at \$20.17; 700 at \$20.18; 500 at \$20.19; 1,200 at \$20.20; 500 at \$20.21; 1,100 at \$20.22; 400 at \$20.23; 100 at \$20.24; 300 at \$20.25; 600 at \$20.26; 1,400 at \$20.27; 600 at \$20.28; and 27 at \$20.29.
- (2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 139 shares at \$20.30; 600 at \$20.31; 300 at \$20.32; 800 at \$20.33; 300 at \$20.34; 688 at \$20.35; 200 at \$20.36; 400 at \$20.37; 800 at \$20.38; 1,101 at \$20.39; 1,000 at \$20.40.

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\$20.40; 1,399 at \$20.41; 1,447 at \$20.42; 1,350 at \$20.43; 823 at \$20.44; 1,169 at \$20.45; 662 at \$20.46; 200 at \$20.47; and 100 at \$20.48. The weighted average sales price for these transactions was \$20.2981 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.

The sales were effected in multiple transactions, at varying prices, on July 3, 2006, as follows and as described in Footnote 5 below: 100 shares at \$19.88; 100 at \$19.91; 520 at \$19.92; 100 at \$19.93; 380 at \$19.94; 200 at \$19.95; 180 at \$19.97; 24 at \$20.00; 120 at \$20.01; 176 at \$20.03; 200 at \$20.05; 100 at \$20.07; 1,000 at \$20.09; 600 at \$20.11; 400 at \$20.12; 200 at \$20.13; 100 at \$20.15; 200 at \$20.16; 400 at \$20.18; 200 at \$20.19; 300 at \$20.20; 200 at \$20.21; 200 at \$20.22; 100 at \$20.24; 600 at \$20.25; 158 at \$20.26; 542 at \$20.27; 307 at \$20.28; and 76 at \$20.29.

- (4) 176 at \$20.03; 200 at \$20.05; 100 at \$20.07; 1,000 at \$20.09; 600 at \$20.11; 400 at \$20.12; 200 at \$20.13; 100 at \$20.15; 200 at \$20.16; 400 at \$20.18; 200 at \$20.19; 300 at \$20.20; 200 at \$20.21; 200 at \$20.22; 100 at \$20.24; 600 at \$20.25; 158 at \$20.26; 542 at \$20.27; 307 at \$20.28; and 76 at \$20.29.
- (5) This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 300 shares at \$20.30; 100 at \$20.31; 200 at \$20.33; 100 at \$20.34; 800 at \$20.35; 400 at \$20.36; 500 at \$20.37; 1,500 at \$20.38; 198 at \$20.39; 5,845 at \$20.40; 2,991 at \$20.41; 2,024 at \$20.42; 742 at \$20.43; 600 at \$20.44; 317 at \$20.45; 200 at \$20.46; and 400 at \$20.47. The weighted average sales price for these transactions was \$20.3126 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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