MKS INSTRUMENTS INC
Form 4
August 18, 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)
08/16/2006

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)
_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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
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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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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).
(1)	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.

(4) The sales were effected in multiple transactions, at varying prices, on August 17, 2006, as follows and as described in footnote 5 below: 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.

(5) 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.

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