

MKS INSTRUMENTS INC
Form 4
May 11, 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)

05/09/2006

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 | 05/09/2006 | | S | 46,300 D \$ 24.6311 (1) (2) | 6,911,824 | I | Through a subsidiary (3) |
| Common Stock | 05/10/2006 | | S | 34,468 D \$ 24.0135 (4) (5) | 6,877,356 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control 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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EMERSON ELECTRIC CO 8000 W. FLORISSANT AVE. ST LOUIS, MO 63136 | | X | | |
| ASTEAMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Timothy G. Westman, Assistant Secretary for Emerson Electric Co. | 05/11/2006 |
| __Signature of Reporting Person | Date |
| /s/ Timothy G. Westman, Secretary for Astec America Inc. | 05/11/2006 |
| __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).

The sales were effected in multiple transactions, at varying prices, on May 9, 2006, as follows and as described in Footnote 2 below: 175 shares at \$24.42; 200 at \$24.43; 525 at \$24.45; 800 at \$24.46; 866 at \$24.47; 2,034 at \$24.48; 1,300 at \$24.49; 1,500 at \$24.50; 1,000 at \$24.51; 600 at \$24.52; 1,000 at \$24.53; 1,400 at \$24.54; 2,267 at \$24.55; 1,743 at \$24.56; 1,144 at \$24.57; 1,022 at \$24.58; 1,581 at \$24.59; 1,609 at \$24.60; 3,400 at \$24.61; 200 at \$24.62; 600 at \$24.63; 1,910 at \$24.65; 900 at \$24.66; 1,200 at \$24.67; 1,534 at \$24.68; and 1,700 at \$24.69.

(2)

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This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 1,300 shares at \$24.70; 400 at \$24.71; 1,200 at \$24.72; 3,053 at \$24.73; 100 at \$24.74; 1,190 at \$24.75; 1,000 at \$24.76; 700 at \$24.77; 200 at \$24.78; 947 at \$24.79; 1,400 at \$24.80; 400 at \$24.81; 800 at \$24.82; 100 at \$24.83; 500 at \$24.87; and 800 at \$24.88. The weighted average sales price for these transactions was \$24.6311 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 May 10, 2006, as follows and as described in Footnote 5 below: 300 shares at \$23.77; 200 at \$23.78; 100 at \$23.79; 400 at \$23.80; 400 at \$23.82; 800 at \$23.83; 500 at \$23.84; 400 at \$23.85; 800 at \$23.86;

- (4) 1,554 at \$23.87; 1,955 at \$23.88; 849 at \$23.89; 1,200 at \$23.90; 1,200 at \$23.91; 700 at \$23.92; 400 at \$23.93; 413 at \$23.94; 500 at \$23.95; 600 at \$23.96; 1,100 at \$23.97; 800 at \$23.98; 1,200 at \$23.99; 1,800 at \$24.00; 1,487 at \$24.01; 900 at \$24.02; 500 at \$24.03; 1,000 at \$24.04; 1,025 at \$24.05; 1,100 at \$24.06; 964 at \$24.07; 500 at \$24.08; 900 at \$24.09; and 1,400 at \$24.10.

This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 211 shares at \$24.11; 200 at

- (5) \$24.12; 200 at \$24.13; 700 at \$24.14; 200 at \$24.15; 400 at \$24.16; 100 at \$24.17; 200 at \$24.19; 100 at \$24.20; 200 at \$24.21; 300 at \$24.22; 510 at \$24.23; 500 at \$24.24; 200 at \$24.25; 200 at \$24.26; 100 at \$24.27; 300 at \$24.29; 300 at \$24.30; 400 at \$24.31; 100 at \$24.33; 100 at \$24.36; 200 at \$24.38; 200 at \$24.39; 200 at \$24.40; and 400 at \$24.41. The weighted average sales price for these transactions was \$24.0135 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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