

MKS INSTRUMENTS INC  
Form 4  
June 26, 2006

**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 \*  
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)  
06/22/2006

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/22/2006		S	25,000 D	\$ 19.1863 5,572,405	I	Through a subsidiary (2)
Common Stock	06/23/2006		S	25,000 D	\$ 19.3773 5,547,405	I	Through a subsidiary (2)
Common Stock					1,065,182	D (4)	

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

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SEC 1474 (9-02)



## Edgar Filing: MKS INSTRUMENTS INC - Form 4

- (2) 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 June 23, 2006, as follows: 800 shares at \$19.00; 200 at \$19.02; 300 at \$19.09; 200 at \$19.10; 200 at \$19.11; 300 at \$19.13; 400 at \$19.14; 100 at \$19.17; 100 at \$19.21; 28 at \$19.22; 200 at \$19.24; 300 at \$19.25; 100 at \$19.26; 200 at \$19.28; 100 at \$19.29; 100 at \$19.30; 400 at \$19.31; 1,400 at \$19.32; 900 at \$19.33; 2,700 at \$19.34; 286 at \$19.35; 1,214 at \$19.36; 2,801 at \$19.37; 299 at \$19.38; 300 at \$19.40; 100 at \$19.41; 300 at \$19.42; 800 at \$19.43; 300 at \$19.44; 1,200 at \$19.45; 300 at \$19.46; 1,600 at \$19.47; 700 at \$19.48; 1,500 at \$19.49; 1,222 at \$19.50; 400 at \$19.51; 1,550 at \$19.52; 300 at \$19.53; 100 at \$19.54; and 700 at \$19.55. The weighted average sales price for these transactions was \$19.3773 per share.
- (3)
- (4) 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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