

MKS INSTRUMENTS INC
Form 4
June 28, 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

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)

06/26/2006

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

ST LOUIS, MO 63136

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

6. Individual or Joint/Group Filing (Check Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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	06/26/2006		S	25,000 D \$ 19.6537 (1) (2)	5,522,405	I	Through a subsidiary (3)
Common Stock	06/27/2006		S	25,000 D \$ 19.6829 (4) (5)	5,497,405	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		
ASTECH AMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008		X		

Signatures

/s/ Timothy G. Westman, Assistant Secretary for Emerson Electric Co. 06/28/2006

__Signature of Reporting Person Date

/s/ Timothy G. Westman, Secretary for Astec America Inc. 06/28/2006

__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 26, 2006, as follows and as described in Footnote 2 below: 483 shares at \$19.37; 700 at \$19.38; 400 at \$19.40; 617 at \$19.41; 200 at \$19.42; 400 at \$19.43; 400 at \$19.44; 600 at \$19.45; 300 at \$19.46; 100 at \$19.47; 300 at \$19.48; 524 at \$19.50; 200 at \$19.51; 400 at \$19.52; 200 at \$19.53; 300 at \$19.54; 600 at \$19.55; 400 at \$19.56; 583 at \$19.57; 900 at \$19.60; 400 at \$19.62; 400 at \$19.63; 600 at \$19.66; 900 at \$19.67; 1,000 at \$19.68; and 1,280 at \$19.69.

(2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 744 shares at \$19.70; 669 at \$19.71; 200 at \$19.72; 330 at \$19.73; 200 at \$19.74; 2,700 at \$19.75; 1,800 at \$19.76; 1,300 at \$19.77; 200 at \$19.78; 400 at \$19.79; 200

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at \$19.80; 800 at \$19.81; 300 at \$19.82; 700 at \$19.83; 200 at \$19.84; 200 at \$19.85; 100 at \$19.86; 570 at \$19.87; and 200 at \$19.88. The weighted average sales price for these transactions was \$19.6537 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 June 27, 2006, as follows and as described in Footnote 5 below: 100 shares at \$19.48; 700 at \$19.49; 500 at \$19.50; 100 at \$19.51; 500 at \$19.52; 500 at \$19.53; 100 at \$19.54; 359 at \$19.55; 200 at \$19.56; 300 at \$19.57; 800 at \$19.58; 1,300 at \$19.59; 2,844 at \$19.60; 1,680 at \$19.61; 377 at \$19.62; 323 at \$19.63; 633 at \$19.64; 500 at \$19.65; 300 at \$19.66; 1,200 at \$19.67; 500 at \$19.68; 1,200 at \$19.69; 100 at \$19.70; 1,200 at \$19.71; and 500 at \$19.72.
- (4) This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 400 shares at \$19.73; 421 at \$19.74; 560 at \$19.75; 384 at \$19.76; 500 at \$19.78; 200 at \$19.79; 1,219 at \$19.80; 100 at \$19.81; 300 at \$19.82; 800 at \$19.83; 324 at \$19.84; 576 at \$19.85; 200 at \$19.86; 189 at \$19.87; 1,211 at \$19.88; 300 at \$19.89; 200 at \$19.90; 100 at \$19.91; and 200 at \$20.04. The weighted average sales price for these transactions was \$19.6829 per share.
- (5) The reported securities are owned directly by Emerson Electric Co.
- (6)

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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