

MKS INSTRUMENTS INC
Form 4
June 15, 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

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSII]

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)
06/13/2006

____ Director 10% Owner
____ Officer (give title below) ____ 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/13/2006		S	43,529 D	\$ 19.5622 (1) (2) 6,011,092	I	Through a subsidiary (3)
Common Stock	06/13/2006		G(4)	200,000 D	(5) 5,811,092	I	Through a subsidiary (3)
Common Stock	06/14/2006		S	34,620 D	\$ 19.3008 (6) (7) 5,776,472	I	Through a subsidiary (3)
Common Stock					1,065,182	D (8)	

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

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(9-02)

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 Beneficially Owned (Instr. 3 and 4)
				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		
ASTEAMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008		X		

Signatures

/s/ Timothy G. Westman, Assistant Secretary for Emerson Electric Co. 06/15/2006
 **Signature of Reporting Person Date

/s/ Timothy G. Westman, Secretary for Astec America Inc. 06/15/2006
 **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 13, 2006, as follows and as described in Footnote 2 below: 100 shares at \$19.23; 600 at \$19.24; 510 at \$19.26; 600 at \$19.27; 400 at \$19.28; 1,100 at \$19.29; 210 at \$19.30; 1,310 at \$19.31; 1,000 at \$19.32; 100 at \$19.33; 700 at \$19.34; 400 at \$19.35; 800 at \$19.36; 400 at \$19.37; 700 at \$19.38; 623 at \$19.39; 600 at \$19.40; 1,277 at \$19.41.

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\$19.41; 500 at \$19.42; 500 at \$19.43; 900 at \$19.44; 700 at \$19.45; 710 at \$19.46; 400 at \$19.47; 1,600 at \$19.48; 900 at \$19.49; 1,100 at \$19.50; 872 at \$19.51; 210 at \$19.52; 610 at \$19.53; 928 at \$19.54; and 700 at \$19.55.

- (2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 800 shares at \$19.56; 1,100 at \$19.57; 1,200 at \$19.58; 500 at \$19.59; 500 at \$19.60; 1,100 at \$19.61; 200 at \$19.62; 600 at \$19.63; 1,040 at \$19.64; 1,065 at \$19.65; 382 at \$19.66; 181 at \$19.67; 300 at \$19.69; 300 at \$19.70; 400 at \$19.71; 600 at \$19.72; 400 at \$19.73; 800 at \$19.74; 1,000 at \$19.75; 600 at \$19.76; 500 at \$19.77; 400 at \$19.78; 718 at \$19.79; 600 at \$19.80; 1,000 at \$19.81; 700 at \$19.82; 500 at \$19.83; 300 at \$19.84; 1,000 at \$19.85; 600 at \$19.86; 800 at \$19.87; 207 at \$19.88; 676 at \$19.89; 200 at \$19.90; and 200 at \$19.92. The weighted average sales price for these transactions was \$19.5622 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.
- (4) Bona fide gift to the Emerson Charitable Trust.
- (5) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

- The sales were effected in multiple transactions, at varying prices, on June 14, 2006, as follows and as described in Footnote 7 below: 100 shares at \$19.03; 400 at \$19.04; 100 at \$19.05; 200 at \$19.06; 600 at \$19.07; 210 at \$19.08; 700 at \$19.09; 300 at \$19.10; 800 at \$19.11; 200 at \$19.12; 600 at \$19.13; 1,100 at \$19.14; 1,000 at \$19.15; 1,600 at \$19.16; 300 at \$19.17; 1,800 at \$19.18; 800 at \$19.19; 1,100 at \$19.20; 500 at \$19.21; 300 at \$19.22; 400 at \$19.23; 600 at \$19.24; 100 at \$19.25; 300 at \$19.26; 400 at \$19.27; 100 at \$19.28; 1,000 at \$19.29; and 300 at \$19.30.
- (6)

- (7) This footnote sets forth additional detail with respect to the transactions described in Footnote 6, as follows: 900 shares at \$19.31; 100 at \$19.32; 800 at \$19.33; 1,700 at \$19.34; 1,500 at \$19.35; 1,200 at \$19.36; 220 at \$19.37; 800 at \$19.38; 800 at \$19.39; 800 at \$19.40; 689 at \$19.41; 100 at \$19.42; 400 at \$19.43; 100 at \$19.44; 2,601 at \$19.45; 1,800 at \$19.46; 1,690 at \$19.47; 1,010 at \$19.48; 100 at \$19.49; 700 at \$19.50; 600 at \$19.51; and 100 at \$19.53. The weighted average sales price for these transactions was \$19.3008 per share.
- (8) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.