

MKS INSTRUMENTS INC
 Form 4
 February 23, 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 [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)
 12/12/2005

____ 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	12/12/2005		G ⁽¹⁾		200,000	D	(2) 8,463,389	I	Through a subsidiary ⁽³⁾
Common Stock	02/21/2006		S		24,000	D	\$ 22.9702 ⁽⁴⁾	I	Through a subsidiary ⁽³⁾
Common Stock	02/22/2006		S		64,653	D	\$ 22.7786 ^{(5) (6)}	I	Through a subsidiary ⁽³⁾
Common Stock							1,065,182 ⁽⁷⁾	D	

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

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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 Beneficially Owned (Instr. 6)
				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/ Harley M. Smith, Assistant Secretary for Emerson Electric Co.	02/23/2006
__Signature of Reporting Person	Date
/s/ Harley M. Smith, Secretary for Astec America Inc.	02/23/2006
__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) Bona fide gift to the Emerson Charitable Trust not previously reported.
- (2) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.
- (3) The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.
- (4)

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The Reporting Person gave a sell order to the broker to sell shares of MKS Instruments, Inc. common stock which resulted in sales of 24,000 shares on February 21, 2006. In the discretion of the broker, the sale was effected in multiple transactions, at varying prices, on February 21, 2006, as follows: 400 shares at \$22.83; 100 at \$22.85; 100 at \$22.86; 200 at \$22.87; 300 at \$22.88; 400 at \$22.89; 500 at \$22.91; 1,000 at \$22.92; 1,700 at \$22.93; 2,300 at \$22.94; 1,600 at \$22.95; 1,500 at \$22.96; 1,600 at \$22.97; 2,500 at \$22.98; 4,100 at \$22.99; 2,000 at \$23.00; 200 at \$23.01; 1,000 at \$23.02; 100 at \$23.03; 600 at \$23.04; 1,600 at \$23.05; and 200 at \$23.06. The average sales price for these transactions was \$22.9702 per share.

- (5) The Reporting Person gave a sell order to the broker to sell shares of MKS Instruments, Inc. common stock which resulted in sales of 64,653 shares on February 22, 2006. In the discretion of the broker, the sale was effected in multiple transactions, at varying prices, on February 22, 2006, as follows and as described in Footnote (6) below: 200 shares at \$22.08; 100 at \$22.15; 100 at \$22.20; 300 at \$22.23; 200 at \$22.28; 200 at \$22.29; 311 at \$22.30; 189 at \$22.31; 400 at \$22.34; 200 at \$22.38; 100 at \$22.40; 501 at \$22.42; 520 at \$22.43; 480 at \$22.45; 200 at \$22.46; 100 at \$22.48; 300 at \$22.52; 99 at \$22.53; 200 at \$22.54; 300 at \$22.55; 400 at \$22.58; 200 at \$22.59; 500 at \$22.60; 100 at \$22.61; 500 at \$22.63; 100 at \$22.64; 400 at \$22.66; 600 at \$22.70; and 300 at \$22.71.

- (6) This footnote sets forth additional detail with respect to the transactions described in Footnote (5), as follows: 700 shares at \$22.72; 1,400 at \$22.73; 800 at \$22.74; 800 at \$22.75; 1,600 at \$22.76; 3,082 at \$22.77; 3,332 at \$22.78; 5,844 at \$22.79; 10,152 at \$22.80; 4,084 at \$22.81; 4,400 at \$22.82; 3,200 at \$22.83; 2,200 at \$22.84; 1,200 at \$22.85; 1,500 at \$22.86; 1,700 at \$22.87; 4,010 at \$22.88; 2,049 at \$22.89; 1,400 at \$22.90; 300 at \$22.91; 500 at \$22.92; 300 at \$22.93; 300 at \$22.94; 300 at \$22.96; 200 at \$22.98; 400 at \$22.99; and 800 at \$23.00. The average sales price for these transactions was \$22.7786 per share.

- (7) 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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