

MKS INSTRUMENTS INC
Form 4
July 13, 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)

07/11/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------------------|-----------|---|-----------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/11/2006 | | S | | | 25,000 | D | \$ 19.0371 (1) | 5,280,005 | I | Through a subsidiary. |
| Common Stock | 07/12/2006 | | S | | | 25,000 | D | \$ 19.3362 (2) (3) | 5,255,005 | I | Through a subsidiary. |
| Common Stock | | | | | | | | | 1,065,182 | D | |

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. 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 | | |

Signatures

/s/ Timothy G. Westman, Assistant Secretary
Date: 07/13/2006

**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 July 11, 2006, as follows: 16,800 shares at \$19.00; 600 at \$19.01; 1,400 at \$19.02; 500 at \$19.03; 600 at \$19.04; 300 at \$19.05; 200 at \$19.06; 300 at \$19.07; 100 at \$19.08; 200 at \$19.09; 703 at \$19.10; 200 at \$19.11; 100 at \$19.12; 200 at \$19.13; 100 at \$19.16; 100 at \$19.18; 1,000 at \$19.21; 197 at \$19.22; 100 at \$19.23; 100 at \$19.25; 800 at \$19.26; and 400 at \$19.27. The weighted average sales price for these transactions was \$19.0371 per share.

(2) The sales were effected in multiple transactions, at varying prices, on July 12, 2006, as follows and as described in Footnote 3 below: 400 shares at \$19.14; 100 at \$19.15; 100 at \$19.16; 300 at \$19.17; 600 at \$19.18; 600 at \$19.19; 100 at \$19.20; 500 at \$19.21; 897 at \$19.22; 730 at \$19.23; 1,583 at \$19.24; 200 at \$19.25; 2,200 at \$19.26; 1,009 at \$19.27; 912 at \$19.28; 586 at \$19.29; 713 at \$19.30; 1,180 at \$19.31; 656 at \$19.32; 200 at \$19.33; 400 at \$19.34; 1,094 at \$19.35; 500 at \$19.36; 800 at \$19.37; 300 at \$19.38; 500 at \$19.39; and 1,170 at \$19.40.

(3) This footnote sets forth additional detail with respect to the transactions described in Footnote 2 as follows: 730 shares at \$19.41; 600 at \$19.42; 900 at \$19.43; 400 at \$19.44; 200 at \$19.45; 700 at \$19.46; 220 at \$19.47; 400 at \$19.48; 300 at \$19.49; 200 at \$19.51; 300 at \$19.52; 200 at \$19.53; 100 at \$19.54; 400 at \$19.56; 320 at \$19.57; 100 at \$19.58; 100 at \$19.61; and 500 at \$19.63. The weighted average sales price for these transactions was \$19.3362 per share.

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