

MKS INSTRUMENTS INC
Form 4
August 10, 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)
08/08/2006

____ 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	08/08/2006		S	45,354	D	\$ 19.6925	4,799,589	I	Through a subsidiary
						(1) (2)			
Common Stock	08/09/2006		S	36,226	D	\$ 19.7069	4,763,363	I	Through a subsidiary
						(3) (4)			
Common Stock							1,065,182	D	

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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The sales were effected in multiple transactions, at varying prices, on August 9, 2006, as follows and as described in Footnote 4 below: 500 shares at \$19.45; 600 at \$19.46; 400 at \$19.47; 500 at \$19.48; 500 at \$19.49; 300 at \$19.50; 500 at \$19.51; 900 at \$19.52; 1,300 at \$19.53; 1,400 at \$19.54; 300 at \$19.55; 1,400 at \$19.56; 100 at \$19.57; 700 at \$19.58; 800 at \$19.59; 1,000 at \$19.60; 500 at \$19.61; 500 at \$19.62; 400 at \$19.63; 700 at \$19.64; 600 at \$19.65; 700 at \$19.66; 686 at \$19.67; 200 at \$19.68; 100 at \$19.69; and 305 at \$19.70.

This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 332 shares at \$19.71; 477 at \$19.72; 600 at \$19.73; 600 at \$19.74; 1,100 at \$19.75; 1,200 at \$19.76; 700 at \$19.77; 900 at \$19.78; 700 at \$19.79; 1,300 at \$19.80; (4) 1,800 at \$19.81; 1,525 at \$19.82; 1,400 at \$19.83; 3,375 at \$19.84; 926 at \$19.85; 900 at \$19.86; 200 at \$19.87; 608 at \$19.88; 392 at \$19.89; 300 at \$19.90; 100 at \$19.91; 200 at \$19.92; 100 at \$19.93; 200 at \$19.95; 200 at \$19.98; 100 at \$20.02; and 100 at \$20.03. The weighted average sales price for these transactions was \$19.7069 per share.

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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