

MKS INSTRUMENTS INC
 Form 4
 August 22, 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)
 08/18/2006

____ 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	08/18/2006		S	23,568 D \$ 20.7929 (1) (2)	4,394,447	I	Through a subsidiary
Common Stock	08/21/2006		S	22,994 D \$ 20.579 (3)	4,371,453	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.

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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 Beneficially Owned Following Reported Transaction (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/ Timothy G. Westman, Assistant Secretary
Date: 08/22/2006

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 August 18, 2006, as follows and as described in Footnote 2 below: 100 shares at \$20.48; 284 at \$20.49; 716 at \$20.50; 100 at \$20.51; 800 at \$20.52; 73 at \$20.53; 100 at \$20.54; 100 at \$20.55; 400 at \$20.56; 100 at \$20.57; 100 at \$20.59; 300 at \$20.60; 200 at \$20.62; 400 at \$20.63; 200 at \$20.64; 100 at \$20.65; 500 at \$20.66; 300 at \$20.67; 400 at \$20.68; 400 at \$20.69; 600 at \$20.70; 600 at \$20.71; 400 at \$20.72; 726 at \$20.73; 74 at \$20.74; and 100 at \$20.75.
- This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 700 shares at \$20.76; 400 at \$20.77; 26 at \$20.78; 374 at \$20.79; 800 at \$20.80; 1,200 at \$20.81; 1,026 at \$20.82; 1,269 at \$20.83; 590 at \$20.84; 800 at \$20.85; 1,006 at \$20.86; 200 at \$20.87; 400 at \$20.88; 300 at \$20.89; 300 at \$20.91; 900 at \$20.92; 486 at \$20.93; 414 at \$20.94; 700 at \$20.95; 200 at \$20.97; 1,200 at \$20.98; 1,104 at \$20.99; and 1,000 at \$21.00. The weighted average sales price for these transactions was \$20.7929 per share.
- (2) The sales were effected in multiple transactions, at varying prices, on August 21, 2006, as follows: 200 shares at \$20.38; 100 at \$20.39; 400 at \$20.40; 600 at \$20.41; 500 at \$20.42; 200 at \$20.44; 200 at \$20.45; 500 at \$20.47; 274 at \$20.49; 898 at \$20.50; 1,002 at \$20.51; 1,055 at \$20.52; 545 at \$20.53; 300 at \$20.54; 700 at \$20.55; 600 at \$20.56; 600 at \$20.57; 1,300 at \$20.58; 1,000 at \$20.59; 1,300 at \$20.60; 2,100 at \$20.61; 2,598 at \$20.62; 1,302 at \$20.63; 700 at \$20.64; 600 at \$20.65; 1,100 at \$20.66; 300 at \$20.67; 1,033 at \$20.68; 200 at \$20.70; 100 at \$20.71; 400 at \$20.72; and 287 at \$20.73. The weighted average sales price for these transactions was \$20.579 per share.

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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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