

MKS INSTRUMENTS INC  
Form 4  
February 16, 2017

**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 \*  
BAGSHAW SETH H

(Last) (First) (Middle)

2 TECH DRIVE, SUITE 201

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSI]

3. Date of Earliest Transaction (Month/Day/Year)

02/15/2017

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)  
Vice President, CFO, Treasurer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2017		M		5,234	A	Ⓛ
Common Stock	02/15/2017		M		3,783	A	Ⓛ
Common Stock	02/15/2017		M		6,913	A	Ⓛ
Common Stock	02/15/2017		M		4,515	A	Ⓛ
Common Stock	02/15/2017		F <sup>(2)</sup>		9,018	D	\$ 67.7
							32,052.593
							35,835.593
							42,748.593
							47,263.593
							38,245.593

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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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Unit	(1)	02/15/2017		A		13,293.944		(3)	(3)	Common Stock	13,293.944
Restricted Stock Unit	(1)	02/15/2017		A		8,862.629		(4)	(4)	Common Stock	8,862.629
Restricted Stock Unit	(1)	02/15/2017		M			5,234	(5)	(5)	Common Stock	5,234
Restricted Stock Unit	(1)	02/15/2017		M			3,783	(6)	(6)	Common Stock	3,783
Restricted Stock Unit	(1)	02/15/2017		M			6,913	(7)	(7)	Common Stock	6,913
Restricted Stock Unit	(1)	02/15/2017		M			4,515	(8)	(8)	Common Stock	4,515

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAGSHAW SETH H 2 TECH DRIVE, SUITE 201 ANDOVER, MA 01810			Vice President, CFO, Treasurer	

## Signatures

/s/ M. Kathryn Rickards,  
attorney-in-fact

02/16/2017

\_\_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) Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.

(2) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal

(3) annual installments beginning on February 15, 2018, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

(4) These RSUs vest in three equal annual installments commencing on February 15, 2018, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal

(5) annual installments beginning on February 15, 2016, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

(6) These RSUs vest in three equal annual installments commencing on February 15, 2016, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal

(7) annual installments beginning on February 15, 2017, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

(8) These RSUs vest in three equal annual installments commencing on February 15, 2017, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

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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