

MKS INSTRUMENTS INC
Form 4
August 30, 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)
08/28/2006

____ 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 | Price | | | |
| Common Stock | 08/28/2006 | | S | 51,000 | D | \$ 20.5584 | 4,066,399 | I | Through a subsidiary |
| | | | | | | (1) (2) | | | |
| Common Stock | 08/29/2006 | | S | 50,000 | D | \$ 20.3815 | 4,016,399 | 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)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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: 08/30/2006

**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 28, 2006, as follows and as described in Footnote 2 below: 100 shares at \$20.13; 300 at \$20.14; 100 at \$20.15; 200 at \$20.17; 153 at \$20.19; 100 at \$20.21; 100 at \$20.26; 300 at \$20.31; 620 at \$20.35; 580 at \$20.36; 100 at \$20.37; 200 at \$20.38; 600 at \$20.39; 100 at \$20.40; 300 at \$20.41; 100 at \$20.43; 100 at \$20.44; and 400 at \$20.45.

(2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 300 shares at \$20.46; 400 at \$20.47; 1,400 at \$20.48; 400 at \$20.49; 2,600 at \$20.50; 2,266 at \$20.51; 781 at \$20.52; 900 at \$20.53; 800 at \$20.54; 1,900 at \$20.55; 2,000 at \$20.56; 1,900 at \$20.57; 400 at \$20.58; 3,600 at \$20.59; 11,700 at \$20.60; 1,100 at \$20.61; and 14,100 at \$20.62. The weighted average sales price for these transactions was \$20.5584 per share.

(3) The sales were effected in multiple transactions, at varying prices, on August 29, 2006, as follows and as described in Footnote 4 below: 500 shares at \$20.15; 700 at \$20.16; 200 at \$20.17; 200 at \$20.18; 200 at \$20.19; 200 at \$20.20; 446 at \$20.21; 957 at \$20.22; 642 at \$20.23; 1,297 at \$20.24; 1,158 at \$20.25; 600 at \$20.26; 1,782 at \$20.27; 1,010 at \$20.28; 1,890 at \$20.29; 2,000 at \$20.30; 1,742 at \$20.31; 458 at \$20.32; 700 at \$20.33; 600 at \$20.34; 500 at \$20.35; 700 at \$20.36; and 400 at \$20.37.

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(4) This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 400 shares at \$20.38; 800 at \$20.39; 870 at \$20.40; 1,830 at \$20.41; 4,600 at \$20.42; 3,723 at \$20.43; 7,400 at \$20.44; 1,833 at \$20.45; 1,933 at \$20.46; 1,167 at \$20.47; 1,658 at \$20.48; 1,150 at \$20.49; 2,132 at \$20.50; 416 at \$20.51; 102 at \$20.53; 204 at \$20.54; 15 at \$20.55; 685 at \$20.56; and 200 at \$20.57. The weighted average sales price for these transactions was \$20.3815 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.