MKS INSTRUMENTS INC

Form 4 May 04, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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(b).

| 1. Name and AdWEIGNER I | | rting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|-------------------------|-----------|----------------|--|---|--|--|
| (T) | (F' 1) | 0 C 1 H) | MKS INSTRUMENTS INC [MKSI] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| 90 INDUSTRIAL WAY | | | 05/04/2005 | X Officer (give title Other (specification) below) V.P. & Chief Financial Officer | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| WHI MINICITE | 10N MA 01 | 007 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | |
| WILMINGTON, MA 01887 | | | | Person | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Aco | uired. Disposed of, or Beneficially Owner | | |

| • | , , , , | 1 able | : 1 - Non-D | erivative | Secur | iues Acq | luirea, Disposea (| oi, or Beneficial | ly Owned |
|---|--------------------------------------|-------------------------|------------------|-------------------|-----------|------------|--|--------------------------------------|---------------------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | Execution Date, if | 3. Transactio | 1 1 | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | (D) (Instr. 3, | 4 and | 5) | Beneficially Owned Following | (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | | (A) or | | Reported Transaction(s) (Instr. 3 and 4) | (11101111) | (1113111 1) |
| | | | Code V | Amount | (D) | Price | (msu. 5 and 4) | | |
| Common | 05/04/2005 | | M | 1,800 | A | \$ 4.43 | 1,800 | D | |
| Common | 05/04/2005 | | S | 1,800 | D | \$ 15.1 | 0 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | 4. Transactic Code (Instr. 8) | 5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab Expiration Date (Month/Day/Year | | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|---|--|---|---|--------------------|---|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 0 | 05/04/2005 | M | 1,800 | 08/08/1988(1) | 08/08/1988 | Common | 1,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Director 10% Owner Officer Other

WEIGNER RONALD 90 INDUSTRIAL WAY WILMINGTON, MA 01887

V.P. & Chief Financial Officer

Signatures

By: Joseph M.Tocci / POA 05/04/2005

**Signature of Reporting Date
Person

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) Stock Option Grants include multiple vest dates.

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.

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