MKS INSTRUMENTS INC

Form 4

February 15, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31,

Expires: Estimated average

2005

0.5

burden hours per

response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

Common

02/13/2006

(Print or Type Responses)

1. Name and Address of Reporting Person * STEWART WILLIAM D			2. Issuer Name and Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N	fiddle) 3. I	3. Date of Earliest Transaction			(Check all applicable)				
90 INDUSTRIAL WAY			(Month/Day/Year) 02/13/2006			Director 10% Owner Selection Other (specify below) Other (specify below) V.P. & General Manager				
(Street)		4. I	f Amendment, Da	te Original		6. Individual or Joint/Group Filing(Check				
WII MINGT	CON MA 01007	File	ed(Month/Day/Year)		Applicable Line) _X_ Form filed by Form filed by	One Reporting Pe			
WILMING	TON, MA 01887					Person		9		
(City)	(State)	(Zip)	Table I - Non-D	erivative S	ecurities Acq	quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if Transaction	4. Securition(A) or Dis (D) (Instr. 3, 4	•	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)		

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

 $A^{(1)}$

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

12,000 A

\$0

12,663

Edgar Filing: MKS INSTRUMENTS INC - Form 4

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerci		7. Title and		
Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security		(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount of Underlying Securities (Instr. 3 and 4)	(Instr. 5)	Deriy Secur Bene Own Follo Repo Trans (Instr
				Code V			Expiration Date	Title Amo or Num of Share	ber	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEWART WILLIAM D 90 INDUSTRIAL WAY WILMINGTON, MA 01887

V.P. & General Manager

Signatures

By: Joseph M.Tocci / POA 02/15/2006

**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) Restricted stock subject to 3-year vesting.

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.

Reporting Owners 2