MKS INSTRUMENTS INC

Form 4

February 15, 2006

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Beneficial

Ownership (Instr. 4)

(I)

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

Estimated average

may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH JOHN ALEXANDER			Symbol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest	MENTS INC [MKSI] Transaction	(Chec	ck all applicable)		
90 INDUST	RIAL WAY		(Month/Day/Year) 02/13/2006)	below)	e title 10% Owner below) Other (specify below) Chief Tech Officer		
	(Street)		4. If Amendment, Filed(Month/Day/Y	· ·	Applicable Line)	oint/Group Filing(Check One Reporting Person		
WILMINGT	ΓΟΝ, MA 01	887				More than One Reporting		
(City)	(State)	(Zip)	Table I - Nor	a-Derivative Securities Acq	uired, Disposed o	f, or Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Dee	emed 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature of		

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect

1.11tile of	2. Transaction Date	ZA. Deemed	3.	4. Securities Acquired	5. Amount of	o. Owner
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: D
(Instr. 3)		any	Code	(D)	Beneficially	(D) or
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (
					Following	(Instr. 4)
				(4)	Reported	
				(A)	Transaction(s)	
				or	(Instr. 3 and 4)	
			Code V	Amount (D) Price	,	
Common	02/13/2006		$A_{(1)}^{(1)}$	10,000 A \$0	12,058	D

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

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.

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

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1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivati	ve Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber Expiration D		ate	Amount of	Derivative	Deriv	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	ve .		Securities	(Instr. 5)	Bene
	Derivative				Securitie	S		(Instr. 3 and	14)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amo	unt	
				Code ((11) (D)	Exercisable	Date	or	unt	
						Lacicisatic	Date	Num	her	
								of		
								Shar	96	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMITH JOHN ALEXANDER 90 INDUSTRIAL WAY WILMINGTON, MA 01887

V.P. & Chief Tech Officer

Signatures

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

**Signature of Reporting 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) 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.

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