## Edgar Filing: MKS INSTRUMENTS INC - Form 4

Form 4	RUMENTS INC									
February 17	ЛЛ	<ul> <li>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</li> <li>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>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 20(b) of the Investment Company Act of 1040</li> </ul>								
Check th if no lon subject t Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur ons stinue.									
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> COLELLA GERARD G			Issuer Name <b>and</b> T ibol KS INSTRUME		-	I	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 90 INDUSTRIAL WAY							(Check all applicable)          Director       10% Owner         Officer (give title below)       Other (specify below)         Chief Business Officer and VP			
WILMING	(Street) TON, MA 01887	File	Amendment, Date d(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I - Non-Der	rivative Se	curiti			or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	4. Securit (A) or Dis (Instr. 3, 4	sposed 4 and 5 (A)	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	02/16/2006		$\begin{array}{c} \text{Code}  V\\ M\underline{(1)(2)} \end{array}$	Amount 13,125	or (D) A	Price \$ 14.72	(Instr. 3 and 4) 27,149	D		
Common	02/16/2006		M(1)(2)	11,875	А	\$ 16.88	39,024	D		
Common	02/16/2006		S <u>(1)(2)</u>	25,000	D	\$ 23.13	14,024	D		

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

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#### 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)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Stock Option (right to buy) (1) (2)	(2)	02/16/2006		M <u>(1)(2)</u>		25,000	08/08/1988	08/08/1988	Common	25,00

## **Reporting Owners**

\*\*Signature of Reporting

Person

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
COLELLA GERARD G 90 INDUSTRIAL WAY WILMINGTON, MA 01887			Chief Business Officer and VP		
Signatures					
By: POA / Joseph M. Tocci	02/17/2	2006			

**Explanation of Responses:** 

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

\*\* 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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

(2) 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.