#### SMITH JOHN ALEXANDER

Form 4

December 19, 2006

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations

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

burden hours per response... 0.5

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).

Common

12/18/2006

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH JOHN ALEXANDER			2. Issuer Name <b>and</b> Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]						5. Relationship of Reporting Person(s) to Issuer		
(Last) 90 INDUST	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2006				-	(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  V.P. & Chief Tech Officer			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  WILMINGTON, MA 01887					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)	Tabl	le I - No	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securi n(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common	12/18/2006			M(1)	·	470	A	\$ 12.97	12,528	D	
Common	12/18/2006			S <u>(1)</u>		470	D	\$ 22.91	12,058	D	
Common	12/18/2006			M(1)		4,375	A	\$ 14.72	16,433	D	

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

 $S^{(1)}$ 

4,375 D

12,058

D

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SEC 1474

(9-02)

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. Transactio Code (Instr. 8)	5. Number omf 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Stock Option (right to buy)	(2)	12/18/2006		M <u>(1)</u>	470	08/08/1988(2)	08/08/1988(3)	Common	470
Stock Option (right to buy)	(2)	12/18/2006		M(1)	4,375	08/08/1988(2)	08/08/1988(3)	Common	4,37

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Ot			

SMITH JOHN ALEXANDER 90 INDUSTRIAL WAY WILMINGTON, MA 01887

V.P. & Chief Tech Officer

ther

## **Signatures**

By: Joseph M.Tocci / POA 12/19/2006

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

Reporting Owners 2

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- (2) Stock Option Grants include multiple vest dates.
- (3) Expires 10 years after date of grant

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.