

MKS INSTRUMENTS INC

Form 4

May 22, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
STEWART WILLIAM D

(Last) (First) (Middle)

90 INDUSTRIAL WAY

(Street)

WILMINGTON, MA 01887

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MKS INSTRUMENTS INC [MKSI]

3. Date of Earliest Transaction
(Month/Day/Year)

05/21/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

V.P. & General Manager

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D) Price			
Common	05/21/2007		M		9,375	A \$ 17.74	22,038	D	
Common	05/21/2007		M		1,875	A \$ 14.72	23,913	D	
Common	05/21/2007		M		5,500	A \$ 23.5	29,413	D	
Common	05/21/2007		M		6,300	A \$ 24.5	35,713	D	
Common	05/21/2007		S		23,050	D \$ 27.1	12,663	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(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)

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)	5. Number of 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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	<u>(1)</u>	05/21/2007		M		9,375		08/08/1988 ⁽²⁾	08/08/1988 ⁽³⁾	Common	9,375
Stock Option (right to buy)	<u>(4)</u>	05/21/2007		M		1,875		08/08/1988 ⁽²⁾	08/08/1988 ⁽³⁾	Common	1,875
Stock Option (right to buy)	<u>(5)</u>	05/21/2007		M		5,500		08/08/1988 ⁽²⁾	08/08/1988 ⁽³⁾	Common	5,500
Stock Option (right to buy)	<u>(6)</u>	05/21/2007		M		6,300		08/08/1988 ⁽²⁾	08/08/1988 ⁽³⁾	Common	6,300

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

05/22/2007

__Signature of Reporting
Person

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) Option conversion price is \$17.74 per share for option transactions reported on this filing.
- (2) Stock Option Grants include multiple vest dates.
- (3) Expires 10 years after date of grant
- (4) Option conversion price is \$14.72 per share for option transactions reported on this filing.
- (5) Option conversion price is \$23.50 per share for option transactions reported on this filing.
- (6) Option conversion price is \$24.50 per share for option transactions reported on this filing.

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.