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DACCULAW CETUU

Form 4											
March 08, 2010 FORM 4 LINETED STATES SECURITIES AND EXCHANCE COMMISSIO								OMB APPROVAL			
-	UNITEL) STATES		ITIES Al hington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				GES IN I SECURI		CIA	LOW	NERSHIP OF	Expires: January 3 20 Estimated average burden hours per response		
Form 5 obligation may cont <i>See</i> Instru 1(b).	IN Section 17 Inction	(a) of the	Public Ut		ing Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type F	Responses)										
BAGSHAW SETH H S			2. Issuer Name and Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check					c all applicable)			
C/O MKS 2 201	TECH DRIVE	, SUITE	(Month/D 03/04/20	-				Director X Officer (give below) Vice		o Owner er (specify	
	(Street)		Filed(Month/Day/Year) Appli			Applicable Line) _X_ Form filed by 0	X_Form filed by One Reporting Person				
ANDOVER	, MA 01810							Form filed by M Person	fore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Acc	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any				 4. Securities Acquired stion(A) or Disposed of (D) 8) (Instr. 3, 4 and 5) (A) 			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	03/05/2010			М	4,200	А	\$0	15,682	D		
Common Stock	03/05/2010			F <u>(1)</u>	1,544	D	\$ 19.1	14,138	D		

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

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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. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	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	Amount or Number of Shares
Restricted Stock Unit	(2)	03/04/2010		А	6,000		(3)	(3)	Common Stock	6,000
Restricted Stock Unit	(2)	03/04/2010		А	8,400		(4)	(4)	Common Stock	8,400
Restricted Stock Unit	<u>(2)</u>	03/05/2010		М		4,200	(3)	(3)	Common Stock	4,200

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
BAGSHAW SETH H C/O MKS 2 TECH DRIVE, SUITE 20 ANDOVER, MA 01810	1		Vice President, CFO					
Signatures								
/s/Renee M. 03/08/20 Donlan POA	010							

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) This transaction was effected pursuant to a Rule 10b5-1 plan previously adopted by the reporting person to satisfy tax withholding obligation.
- (2) Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.
- (3) The RSUs vest in equal annual installments over three years
- (4) These RSUs are subject to the achievement of performance criteria determined in the first year of the grant and thereafter vests in equal annual installments over three years.

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.

**Signature of Reporting

Person