

MKS INSTRUMENTS INC  
Form 4  
March 29, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EMERSON ELECTRIC CO

(Last) (First) (Middle)

8000 W. FLORISSANT AVE.

(Street)

ST LOUIS, MO 63136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSI]

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

03/27/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_\_\_X\_\_\_ 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 Stock	03/27/2006		S	15,000 D \$ 23.4291 (1) (2)	7,521,711	I	Through a subsidiary (3)
Common Stock	03/28/2006		S	15,000 D \$ 23.3474 (4) (5)	7,506,711	I	Through a subsidiary (3)
Common Stock					1,065,182	D (6)	

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

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SEC 1474 (9-02)

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)

Table with 10 columns: 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 of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 6).

## Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Relationships include Director, 10% Owner, Officer, and Other. Owners listed include EMERSON ELECTRIC CO and ASTEC AMERICA INC.

## Signatures

/s/ Harley M. Smith, Assistant Secretary for Emerson Electric Co. 03/29/2006
\*\*Signature of Reporting Person Date
/s/ Harley M. Smith, Secretary for Astec America Inc. 03/29/2006
\*\*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) The sales were effected in multiple transactions, at varying prices, on March 27, 2006, as follows and as described in Footnote 2 below: 300 shares at \$23.21; 100 at \$23.22; 100 at \$23.23; 100 at \$23.24; 400 at \$23.27; 200 at \$23.28; 100 at \$23.29; 900 at \$23.30; 200 at \$23.31; 200 at \$23.32; 100 at \$23.33; 200 at \$23.34; 100 at \$23.38; 700 at \$23.40; 867 at \$23.41; 1,007 at \$23.42; 1,374 at \$23.43; 1,442 at \$23.44; and 879 at \$23.45.
(2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 1,185 shares at \$23.46; 500 at \$23.47; 500 at \$23.48; 546 at \$23.49; 400 at \$23.50; 200 at \$23.52; 800 at \$23.53; 500 at \$23.54; 500 at \$23.55; 500 at \$23.56; and

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100 at \$23.57. The weighted average sales price for these transactions was \$23.4291 per share.

- (3) The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.

The sales were effected in multiple transactions, at varying prices, on March 28 2006, as follows and as described in Footnote 5 below:

- (4) 1,294 shares at \$23.20; 200 at \$23.21; 902 at \$23.22; 100 at \$23.23; 600 at \$23.24; 1,854 at \$23.25; 300 at \$23.26; 700 at \$23.27; 100 at \$23.28; 100 at \$23.29; 900 at \$23.30; 1,200 at \$23.31; 400 at \$23.32; 197 at \$23.33; 500 at \$23.34; 100 at \$23.35; 200 at \$23.36; 200 at \$23.37; 200 at \$23.38; 500 at \$23.39; and 100 at \$23.40.

This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 200 shares at \$23.42; 474 at

- (5) \$23.45; 700 at \$23.46; 200 at \$23.47; 200 at \$23.49; 300 at \$23.50; 500 at \$23.51; 100 at \$23.52; 100 at \$23.55; 1,300 at \$23.59; 100 at \$23.60; and 179 at \$23.61. The weighted average sales price for these transactions was \$23.3474 per share.

- (6) The reported securities are owned directly by Emerson Electric Co.

### Remarks:

See Exhibit 99.1 - Joint Filer Information

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.