

MKS INSTRUMENTS INC
Form 4
April 12, 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

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8000 W. FLORISSANT AVE.

(Street)

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

04/10/2006

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

ST LOUIS, MO 63136

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

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

(City) (State) (Zip)

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 | 04/10/2006 | | S | 15,000 D \$ 22.327 (1) (2) | 7,371,711 | I | Through a subsidiary (3) |
| Common Stock | 04/11/2006 | | S | 15,000 D \$ 22.7222 (4) (5) | 7,356,711 | 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.

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

SEC 1474 (9-02)

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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. 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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EMERSON ELECTRIC CO 8000 W. FLORISSANT AVE. ST LOUIS, MO 63136 | | X | | |
| ASTECC AMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008 | | X | | |

Signatures

/s/ Harley M. Smith, Assistant Secretary for Emerson Electric Co. 04/12/2006

__Signature of Reporting Person Date

/s/ Harley M. Smith, Secretary for Astec America Inc. 04/12/2006

__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 April 10, 2006, as follows and as described in Footnote 2 below: 200 shares at \$22.13; 200 at \$22.14; 100 at \$22.15; 400 at \$22.17; 400 at \$22.18; 900 at \$22.21; 600 at \$22.22; 100 at \$22.23; 200 at \$22.24; 1,700 at \$22.25; 511 at \$22.26; 389 at \$22.27; 600 at \$22.28; 900 at \$22.29; 1,700 at \$22.30; 500 at \$22.31; 200 at \$22.32; 600 at \$22.34; 400 at \$22.35; 100 at \$22.36; 400 at \$22.38; and 200 at \$22.39.

(2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 700 shares at \$22.40; 400 at \$22.41; 300 at \$22.42; 400 at \$22.43; 100 at \$22.44; 300 at \$22.45; 100 at \$22.46; 200 at \$22.47; 100 at \$22.50; 200 at \$22.53; 400 at

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\$22.56; 100 at \$22.78; 200 at \$22.80; and 200 at \$22.97. The weighted average sales price for these transactions was \$22.3270 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 April 11, 2006, as follows and as described in Footnote 5 below:

- (4) 200 shares at \$22.23; 200 at \$22.31; 100 at \$22.35; 200 at \$22.37; 200 at \$22.38; 100 at \$22.40; 200 at \$22.41; 300 at \$22.46; 100 at \$22.48; 100 at \$22.51; 200 at \$22.54; 300 at \$22.57; 200 at \$22.58; 200 at \$22.59; 200 at \$22.62; 200 at \$22.63; 200 at \$22.64; 300 at \$22.67; 300 at \$22.69; 646 at \$22.70; 454 at \$22.71; 700 at \$22.72; 500 at \$22.73; 100 at \$22.74; and 500 at \$22.75.

This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 300 shares at \$22.76; 300 at

- (5) \$22.77; 1,200 at \$22.78; 700 at \$22.79; 1,313 at \$22.80; 1,200 at \$22.81; 600 at \$22.82; 1,013 at \$22.83; 400 at \$22.85; 174 at \$22.86; 500 at \$22.87; 100 at \$22.89; 100 at \$22.90; 200 at \$22.94; 1 at \$22.95; 99 at \$22.96; and 100 at \$22.98. The weighted average sales price for these transactions was \$22.7222 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.

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