### Edgar Filing: MKS INSTRUMENTS INC - Form 4

MKS INST Form 4 July 05, 200	RUMENTS INC												
	ЛЛ									OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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							January 31, 2005 Estimated average burden hours per response 0.5						
(Print or Type	Responses)												
1. Name and EMERSON	)	2. Issuer Name <b>and</b> Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]						5. Relationship of Reporting Person(s) to Issuer					
			3. Date of Earliest Transaction (Month/Day/Year)						(Check all applicable)				
8000 W. F.	E.	06/30/2006						Officer (give titleOther (specifybelow)below)					
				nendmen onth/Day/		Date Origina ar)	al		6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tał	hlo I - N	on_	Dorivative	Socu		iired, Disposed of,	or Bonoficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	d Date, if	3. Transac Code (Instr. 8	ctic 8)		es Ac ed of (	quired (A) (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 Stock	06/30/2006			S	·	25,000	D	\$ 20.2981 (1) (2)	5,422,405	Ι	Through a subsidiary (3)		
Common Stock	07/03/2006			S		25,000	D	\$ 20.3126 (4) (5)	5,397,405	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<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

#### Edgar Filing: MKS INSTRUMENTS INC - Form 4

# displays a currently valid OMB control number.

07/05/2006

Date

## 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
EMERSON ELECTRIC CO 8000 W. FLORISSANT AVE. ST LOUIS, MO 63136		Х						
ASTEC AMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008		Х						
Signatures								
/s/ Timothy G. Westman, Assistant Secretary for Emerson Electric Co.								
**Signature of Reporting Person								

/s/ Timothy G. Westman, Secretary for Astec America Inc.	07/05/2006
<u>**</u> 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).

The sales were effected in multiple transactions, at varying prices, on June 30, 2006, as follows and as described in Footnote 2 below: 386 shares at \$19.99; 300 at \$20.00; 14 at \$20.02; 400 at \$20.03; 200 at \$20.04; 200 at \$20.05; 300 at \$20.06; 300 at \$20.08; 118 at \$20.09; (1)

- <sup>(1)</sup> 200 at \$20.13; 600 at \$20.14; 200 at \$20.15; 400 at \$20.16; 477 at \$20.17; 700 at \$20.18; 500 at \$20.19; 1,200 at \$20.20; 500 at \$20.21; 1,100 at \$20.22; 400 at \$20.23; 100 at \$20.24; 300 at \$20.25; 600 at \$20.26; 1,400 at \$20.27; 600 at \$20.28; and 27 at \$20.29.
- (2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 139 shares at \$20.30; 600 at \$20.31; 300 at \$20.32; 800 at \$20.33; 300 at \$20.35; 200 at \$20.36; 400 at \$20.37; 800 at \$20.38; 1,101 at \$20.39; 1,000 at

### Edgar Filing: MKS INSTRUMENTS INC - Form 4

\$20.40; 1,399 at \$20.41; 1,447 at \$20.42; 1,350 at \$20.43; 823 at \$20.44; 1,169 at \$20.45; 662 at \$20.46; 200 at \$20.47; and 100 at \$20.48. The weighted average sales price for these transactions was \$20.2981 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 July 3, 2006, as follows and as described in Footnote 5 below: 100 shares at \$19.88; 100 at \$19.91; 520 at \$19.92; 100 at \$19.93; 380 at \$19.94; 200 at \$19.95; 180 at \$19.97; 24 at \$20.00; 120 at \$20.01;

(4) 176 at \$20.03; 200 at \$20.05; 100 at \$20.07; 1,000 at \$20.09; 600 at \$20.11; 400 at \$20.12; 200 at \$20.13; 100 at \$20.15; 200 at \$20.16; 400 at \$20.18; 200 at \$20.19; 300 at \$20.20; 200 at \$20.21; 200 at \$20.22; 100 at \$20.24; 600 at \$20.25; 158 at \$20.26; 542 at \$20.27; 307 at \$20.28; and 76 at \$20.29.

(5) This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 300 shares at \$20.30; 100 at \$20.31; 200 at \$20.33; 100 at \$20.35; 400 at \$20.36; 500 at \$20.37; 1,500 at \$20.38; 198 at \$20.39; 5,845 at \$20.40; 2,991 at \$20.41; 2,024 at \$20.42; 742 at \$20.43; 600 at \$20.44; 317 at \$20.45; 200 at \$20.46; and 400 at \$20.47. The weighted average sales price for these transactions was \$20.3126 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.