

SMITH JOHN ALEXANDER
 Form 4
 December 19, 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 *
 SMITH JOHN ALEXANDER

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

V.P. & Chief Tech Officer

(Last) (First) (Middle)

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

12/18/2006

90 INDUSTRIAL WAY

(Street)

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

WILMINGTON, MA 01887

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | Code | V | Amount | | | | |
| Common | 12/18/2006 | | M ⁽¹⁾ | | 470 | A | \$ 12.97 | 12,528 | D |
| Common | 12/18/2006 | | S ⁽¹⁾ | | 470 | D | \$ 22.91 | 12,058 | D |
| Common | 12/18/2006 | | M ⁽¹⁾ | | 4,375 | A | \$ 14.72 | 16,433 | D |
| Common | 12/18/2006 | | S ⁽¹⁾ | | 4,375 | D | \$ 22.91 | 12,058 | D |

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

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(2) Stock Option Grants include multiple vest dates.

(3) Expires 10 years after date of grant

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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