

MKS INSTRUMENTS INC
Form 4
August 28, 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 [MKSII]

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)
08/24/2006

____ Director
____ Officer (give title below)
__X__ 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)
__X__ 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	08/24/2006		S		24,454	D	\$ 20.3043 (1)
Common Stock	08/25/2006		S		29,600	D	\$ 20.1632 (2) (3)
Common Stock	08/25/2006		G(4)	V	200,000	D	(5) 4,117,399
Common Stock							1,065,182 D

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

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1,600 at \$20.26; 1,100 at \$20.27; 400 at \$20.28; 300 at \$20.29; 700 at \$20.30; 500 at \$20.31; 400 at \$20.33; 300 at \$20.34; 300 at \$20.37; 300 at \$20.39; 300 at \$20.41; 100 at \$20.43; 300 at \$20.44; 200 at \$20.45; 300 at \$20.47; 100 at \$20.48; and 200 at \$20.52. The weighted average sales price for these transactions was \$20.1632 per share.

(4) Bona fide gift to the Emerson Charitable Trust.

(5) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

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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