MKS INSTRUMENTS INC

Form 4 June 19, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

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obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

EMERSON ELECTRIC CO			Symbol MKS INSTRUMENTS INC IMKSU					Issuer (Check all applicable)				
a) a a a a a a a a a a a a a a a a a a				MKS INSTRUMENTS INC [MKSI]								
(Last) (First) (Middle) 8000 W. FLORISSANT AVE.			3. Date of Earliest Transaction (Month/Day/Year) 06/15/2006					DirectorX10% Owner Officer (give title below) Other (specify below)				
(Street) 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 _X_ Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tal	ble I - Non	-Derivativ	e Secu	rities Acqu	ired, Disposed of	, or Beneficia	lly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	or Dispos (Instr. 3,	ed of (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	06/15/2006			S	39,084	D	\$ 19.7751 (1)	5,737,388	I	Through a subsidiary (2)	
	Common Stock	06/16/2006			S	72,983	D	\$ 19.3072 (3) (4) (5)	5,664,405	I	Through a subsidiary (2)	
	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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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)

1. Title of Derivative	2.	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of			Under	rlying	Security (Instr. 5)	Secur 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		X					
ASTEC AMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008		X					

Signatures

/s/ Timothy G. Westman, Assistant Secretary for Emerson Electric Co.	06/19/2006
**Signature of Reporting Person	Date
/s/ Timothy G. Westman, Secretary for Astec America Inc.	06/19/2006
**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).

The sales were effected in multiple transactions, at varying prices, on June 15, 2006, as follows: 200 shares at \$19.66; 200 at \$19.68; 200 at \$19.69; 3,000 at \$19.70; 4,800 at \$19.71; 1,100 at \$19.72; 1,500 at \$19.73; 1,790 at \$19.74; 1,424 at \$19.75; 2,499 at \$19.76; 2,100 at (1) \$19.77; 1,300 at \$19.78; 1,590 at \$19.79; 9,600 at \$19.80; 1,400 at \$19.81; 781 at \$19.82; 300 at \$19.83; 1,300 at \$19.84; 600 at \$19.85; 700 at \$19.86; 600 at \$19.87; 400 at \$19.88; 400 at \$19.89; 900 at \$19.90; and 400 at \$19.92. The weighted average sales price for these transactions was \$19.7751 per share.

(2)

Reporting Owners 2

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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 June 16, 2006, as follows and as described in Footnotes 4 and 5 below: 2,500 shares at \$19.00; 1,000 at \$19.01; 1,200 at \$19.02; 1,200 at \$19.03; 500 at \$19.04; 600 at \$19.05; 600 at \$19.06; 526 at (3) \$19.07; 1,674 at \$19.08; 1,200 at \$19.09; 2,424 at \$19.10; 1,769 at \$19.11; 1,300 at \$19.12; 625 at \$19.13; 375 at \$19.14; 2,300 at \$19.15; 31 at \$19.16; 500 at \$19.17; 861 at \$19.18; 867 at \$19.19; 1,770 at \$19.20; 500 at \$19.21; 2 at \$19.22; 419 at \$19.23; 700 at \$19.24; and 2,499 at \$19.25.

This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 1,000 shares at \$19.26; 1,150 at \$19.27; 1,901 at \$19.28; 2,450 at \$19.29; 5,107 at \$19.30; 2,592 at \$19.31; 2,681 at \$19.32; 2,006 at \$19.33; 1,010 at \$19.34; 665 at \$19.35; 803 at \$19.36; 427 at \$19.37; 773 at \$19.38; 1,098 at \$19.39; 1,922 at \$19.40; 2,286 at \$19.41; 900 at \$19.42; 800 at \$19.43; 100 at \$19.44; 1,100 at \$19.45; 300 at \$19.46; 909 at \$19.47; 300 at \$19.48; 1,200 at \$19.49; and 800 at \$19.50.

This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 1,249 shares at \$19.51; 500 at \$19.52; 100 at \$19.53; 400 at \$19.54; 500 at \$19.55; 100 at \$19.56; 100 at \$19.61; 200 at \$19.62; 1,462 at \$19.64; 100 at \$19.65; 84 at \$19.66; 503 at \$19.67; 216 at \$19.68; 335 at \$19.69; 1,106 at \$19.70; 100 at \$19.71; 700 at \$19.72; 200 at \$19.73; 100 at \$19.74; 1,506 at \$19.75; 200 at \$19.76; 800 at \$19.77; and 200 at \$19.78. The weighted average sales price for these transactions was \$19.3072 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.