MKS INSTRUMENTS INC

Form 4 July 17, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EMERSON ELECTRIC CO			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			MKS INSTRUMENTS INC [MKSI]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(2.2.2.2 m. n.k.t.2.2.2.2.2)			
			(Month/Day/Year)					DirectorX 10% Owner Officer (give title Other (specify			
8000 W. FLORISSANT AVE.			07/13/2006					below) below)			
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person					
ST LOUIS						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	2. Transaction Date			3.			equired (A)	5. Amount of		7. Nature of	
Security (Instr. 3)	• • • • • • • • • • • • • • • • • • • •			Transact Code	ionor Dispo			Securities Beneficially		Indirect Beneficial	
(111501. 5)		(Month/Da	ay/Year)	· · · · · · · · · · · · · · · · · · ·			3)	Owned	Direct (D)	Ownership	
								Following Reported	or Indirect (I)	(Instr. 4)	
						(A)		Transaction(s)	(I) (Instr. 4)		
				Code V	/ Amoun	or t (D)	Price	(Instr. 3 and 4)			
Common							\$			Through a	
Stock	07/13/2006			S	17,031	D	19.1121 (1)	5,237,974	I	subsidiary.	
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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Numbe of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director EMERSON ELECTRIC CO 8000 W. FLORISSANT AVE. X **ST LOUIS, MO 63136**

Signatures

/s/ Timothy G. Westman, Assistant 07/17/2006 Secretary

> **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 July 13, 2006, as follows: 5,900 shares at \$19.00; 500 at \$19.01; 369 at \$19.02; 400 at \$19.03; 200 at \$19.04; 420 at \$19.05; 300 at \$19.06; 500 at \$19.07; 417 at \$19.08; 600 at \$19.09; 300 at \$19.11;

400 at \$19.12; 500 at \$19.13; 317 at \$19.14; 200 at \$19.15; 486 at \$19.16; 300 at \$19.17; 700 at \$19.20; 100 at \$19.22; 600 at \$19.23; 100 at \$19.24; 500 at \$19.25; 200 at \$19.26; 300 at \$19.27; 322 at \$19.28; 200 at \$19.29; 600 at \$19.30; 200 at \$19.31; 100 at \$19.32; 200 at \$19.33; 200 at \$19.34; 400 at \$19.36; and 200 at \$19.42. The weighted average sales price for these transactions was \$19.1121 per

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.

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