

KLIMM ROBERT L
Form 4
February 16, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
KLIMM ROBERT L

(Last) (First) (Middle)
90 INDUSTRIAL WAY
(Street)

WILMINGTON, MA 01887

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MKS INSTRUMENTS INC [MKSI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
V.P. & General Manager

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	(A) or (D)	Price
Common	02/15/2007		M ⁽¹⁾		7,500	A	\$ 17.25
Common	02/15/2007		S ⁽¹⁾		7,500	D	\$ 23.9
Common	02/15/2007		M ⁽¹⁾		7,500	A	\$ 17.25
Common	02/15/2007		S ⁽¹⁾		7,500	D	\$ 24.4
Common	02/15/2007		M ⁽¹⁾		356	A	\$ 17.6
Common	02/15/2007		S ⁽¹⁾		356	D	\$ 24.92
Common	02/15/2007		M ⁽¹⁾		4,875	A	

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						\$		
						18.12		
Common	02/15/2007		S ⁽¹⁾	4,875	D	\$ 24.92	10,000.38	D
Common	02/15/2007		M ⁽¹⁾	457	A	\$ 18.44	10,457.38	D
Common	02/15/2007		S ⁽¹⁾	457	D	\$ 24.92	10,000.38	D
Common	02/15/2007		M ⁽¹⁾	863	A	\$ 20.02	10,863.38	D
Common	02/15/2007		S ⁽¹⁾	863	D	\$ 24.92	10,000.38	D

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

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SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	<u>(2)</u>	02/15/2007		M ⁽¹⁾	7,500	08/08/1988 ⁽³⁾ 08/08/1988 ⁽⁴⁾	Common	7,500
Stock Option (right to buy)	<u>(2)</u>	02/15/2007		M ⁽¹⁾	7,500	08/08/1988 ⁽³⁾ 08/08/1988 ⁽⁴⁾	Common	7,500
Stock Option (right to buy)	<u>(5)</u>	02/15/2007		M ⁽¹⁾	356	08/08/1988 ⁽³⁾ 08/08/1988 ⁽⁴⁾	Common	356

Stock Option (right to buy)	(6)	02/15/2007	M ⁽¹⁾	4,875	08/08/1988 ⁽³⁾	08/08/1988 ⁽⁴⁾	Common	4,875
Stock Option (right to buy)	(7)	02/15/2007	M ⁽¹⁾	457	08/08/1988 ⁽³⁾	08/08/1988 ⁽⁴⁾	Common	457
Stock Option (right to buy)	(8)	02/15/2007	M ⁽¹⁾	863	08/08/1988 ⁽³⁾	08/08/1988 ⁽⁴⁾	Common	863

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLIMM ROBERT L 90 INDUSTRIAL WAY WILMINGTON, MA 01887			V.P. & General Manager	

Signatures

By: Joseph M. Tocci / POA
02/16/2007

**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).
- (1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) Option conversion price is \$17.25 per share for option transactions reported on this filing.
- (3) Stock Option Grants include multiple vest dates.
- (4) Expires 10 years after date of grant
- (5) Option conversion price is \$17.60 per share for option transactions reported on this filing.
- (6) Option conversion price is \$18.12 per share for option transactions reported on this filing.
- (7) Option conversion price is \$18.44 per share for option transactions reported on this filing.
- (8) Option conversion price is \$20.02 per share for option transactions reported on this filing.

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.