

MKS INSTRUMENTS INC
Form 4
July 07, 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 [MKSI]

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)
07/05/2006

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ 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)
___ Form filed by One Reporting Person
___X___ 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 | 07/05/2006 | | S | 25,000 D \$ 19.6942 (1) (2) | 5,372,405 | I | Through a subsidiary (3) |
| Common Stock | 07/06/2006 | | S | 25,000 D \$ 19.7316 (4) (5) | 5,347,405 | I | Through a subsidiary (3) |
| 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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at \$19.81; 300 at \$19.82; 3,700 at \$19.821; 400 at \$19.83; and 300 at \$19.84. The weighted average sales price for these transactions was \$19.6942 per share.

- (3) The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc. Astec America Inc. is no longer subject to Section 16 reporting requirements based on its ownership of this Issuer's shares. However, Emerson Electric Co. remains subject to Section 16.

- (4) The sales were effected in multiple transactions, at varying prices, on July 6, 2006, as follows and as described in Footnote 5 below: 700 shares at \$19.56; 200 at \$19.57; 100 at \$19.58; 400 at \$19.60; 400 at \$19.61; 87 at \$19.62; 720 at \$19.63; 1,592 at \$19.64; 1,160 at \$19.65; 100 at \$19.66; 1,287 at \$19.67; 953 at \$19.68; 500 at \$19.69; 700 at \$19.70; 900 at \$19.71; 1,030 at \$19.72; 1,400 at \$19.73; 500 at \$19.74; and 1,200 at \$19.75.

- (5) This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 2,024 shares at \$19.76; 1,679 at \$19.77; 1,521 at \$19.78; 1,200 at \$19.79; 1,300 at \$19.80; 1,500 at \$19.81; 500 at \$19.82; 200 at \$19.83; 300 at \$19.84; 200 at \$19.93; 147 at \$19.95; 100 at \$19.96; 100 at \$19.99; 100 at \$20.02; 100 at \$20.03; and 100 at \$20.04. The weighted average sales price for these transactions was \$19.7316 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.

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