

MKS INSTRUMENTS INC
 Form 4
 July 31, 2006

FORM 4

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

OMB APPROVAL

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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)
 07/27/2006

____ Director
 ____ Officer (give title below)
 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)
 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	Price			
Common Stock	07/27/2006		S	25,000	D	\$ 21.8127	5,178,474	I	Through a subsidiary
						(1) (2) (3)			
Common Stock	07/28/2006		S	25,000	D	\$ 21.2385	5,153,474	I	Through a subsidiary
						(4) (5)			
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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SEC 1474 (9-02)

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(3) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 200 shares at \$22.52; 400 at \$22.53; 200 at \$22.54; 200 at \$22.56; 200 at \$22.57; 800 at \$22.58; 500 at \$22.59; 400 at \$22.60; 100 at \$22.61; 100 at \$22.62; 300 at \$22.65; 100 at \$22.66; 100 at \$22.67; 300 at \$22.69; 300 at \$22.70; 200 at \$22.71; 200 at \$22.72; 400 at \$22.73; 300 at \$22.75; 100 at \$22.78; 200 at \$22.79; 100 at \$22.84; 300 at \$22.85; 200 at \$22.86; 200 at \$22.90; 100 at \$22.92; 200 at \$23.00; 200 at \$23.03; 100 at \$23.14; 200 at \$23.26; 100 at \$23.29; 200 at \$23.38; 100 at \$23.43; 200 at \$23.48; and 200 at \$23.57. The weighted average sales price for these transactions was \$21.8127 per share.

(4) The sales were effected in multiple transactions, at varying prices, on July 28, 2006, as follows and as described in Footnote 5 below: 143 shares at \$20.84; 29 at \$20.85; 28 at \$20.86; 100 at \$20.96; 96 at \$20.97; 100 at \$20.98; 200 at \$20.99; 609 at \$21.00; 200 at \$21.01; 300 at \$21.02; 500 at \$21.05; 900 at \$21.06; 400 at \$21.07; 300 at \$21.08; 1,400 at \$21.09; 1,800 at \$21.10; 1,800 at \$21.11; 1,700 at \$21.12; 2,000 at \$21.13; 800 at \$21.14; 300 at \$21.15; 300 at \$21.16; 700 at \$21.17; 1,100 at \$21.18; 500 at \$21.19; 1,900 at \$21.20; 300 at \$21.21; 200 at \$21.22; 400 at \$21.23; 600 at \$21.24; 100 at \$21.25; 100 at \$21.28; 200 at \$21.29; and 600 at \$21.30.

(5) This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 100 shares at \$21.31; 95 at \$21.32; 100 at \$21.33; 300 at \$21.34; 200 at \$21.37; 200 at \$21.38; 100 at \$21.40; 100 at \$21.42; 200 at \$21.45; 100 at \$21.52; 100 at \$21.90; 600 at \$21.91; 300 at \$21.92; 200 at \$21.93; 200 at \$21.94; 200 at \$21.95; 400 at \$21.99; 300 at \$22.00; 200 at \$22.02; 200 at \$22.06; and 100 at \$22.07. The weighted average sales price for these transactions was \$21.2385 per share.

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.