

MKS INSTRUMENTS INC
Form 4
March 29, 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

(Last) (First) (Middle)

8000 W. FLORISSANT AVE.

(Street)

ST LOUIS, MO 63136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSII]

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

03/27/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
___X___ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/27/2006		S	15,000 D \$ 23.4291 (1) (2)	7,521,711	I	Through a subsidiary (3)
Common Stock	03/28/2006		S	15,000 D \$ 23.3474 (4) (5)	7,506,711	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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100 at \$23.57. The weighted average sales price for these transactions was \$23.4291 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.

The sales were effected in multiple transactions, at varying prices, on March 28 2006, as follows and as described in Footnote 5 below:

- (4) 1,294 shares at \$23.20; 200 at \$23.21; 902 at \$23.22; 100 at \$23.23; 600 at \$23.24; 1,854 at \$23.25; 300 at \$23.26; 700 at \$23.27; 100 at \$23.28; 100 at \$23.29; 900 at \$23.30; 1,200 at \$23.31; 400 at \$23.32; 197 at \$23.33; 500 at \$23.34; 100 at \$23.35; 200 at \$23.36; 200 at \$23.37; 200 at \$23.38; 500 at \$23.39; and 100 at \$23.40.

This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 200 shares at \$23.42; 474 at

- (5) \$23.45; 700 at \$23.46; 200 at \$23.47; 200 at \$23.49; 300 at \$23.50; 500 at \$23.51; 100 at \$23.52; 100 at \$23.55; 1,300 at \$23.59; 100 at \$23.60; and 179 at \$23.61. The weighted average sales price for these transactions was \$23.3474 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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