

MKS INSTRUMENTS INC
Form 4
March 23, 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)
03/21/2006

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

ST. LOUIS, MO 63136

(City) (State) (Zip)

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

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 | (D) | Price |
| Common Stock | 03/21/2006 | | S | | 15,000 | D | \$ 22.7031 (1) (2) |
| Common Stock | 03/22/2006 | | S | | 15,000 | D | \$ 22.4759 (4) (5) |
| Common Stock | | | | | | D | 1,065,182 (6) |

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

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SEC 1474
(9-02)

displays a currently valid OMB control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EMERSON ELECTRIC CO 8000 W. FLORISSANT AVE. ST. LOUIS, MO 63136 | | X | | |
| ASTECC AMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008 | | X | | |

Signatures

/s/ Harley M. Smith, Assistant Secretary for Emerson Electric Co. 03/23/2006

__Signature of Reporting Person Date

/s/ Harley M. Smith, Secretary for Astec America Inc. 03/23/2006

__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 sales were effected in multiple transactions, at varying prices, on March 21, 2006, as follows and as described in Footnote 2 below: 300 shares at \$22.34; 200 at \$22.35; 100 at \$22.37; 200 at \$22.38; 100 at \$22.39; 700 at \$22.40; 100 at \$22.41; 100 at \$22.46; 200 at \$22.51; 600 at \$22.52; 100 at \$22.54; 200 at \$22.60; 300 at \$22.62; 200 at \$22.63; 2,000 at \$22.64; 900 at \$22.65; 500 at \$22.66; 100 at \$22.67; 300 at \$22.68; 500 at \$22.69; 2,100 at \$22.70; 100 at \$22.72; 200 at \$22.74; 300 at \$22.75; and 200 at \$22.76.

(2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 400 shares at \$22.77; 200 at \$22.78; 100 at \$22.79; 100 at \$22.83; 200 at \$22.86; 100 at \$22.87; 385 at \$22.88; 15 at \$22.89; 200 at \$22.90; 100 at \$22.91; 100 at

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\$22.93; 400 at \$22.94; 200 at \$22.95; 300 at \$22.97; 500 at \$22.99; 600 at \$23.00; and 500 at \$23.05. The weighted average sales price for these transactions was \$22.7031 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 22, 2006, as follows and as described in Footnote 5 below:
- (4) 100 shares at \$22.30; 200 at \$22.31; 100 at \$22.33; 100 at \$22.34; 200 at \$22.36; 200 at \$22.37; 300 at \$22.38; 500 at \$22.39; 1,200 at \$22.40; 429 at \$22.41; 400 at \$22.42; 471 at \$22.43; 800 at \$22.44; 1,000 at \$22.45; 1,300 at \$22.46; 500 at \$22.47; 500 at \$22.48; 700 at \$22.49; 500 at \$22.50; 700 at \$22.51; 900 at \$22.52; 600 at \$22.53; 900 at \$22.54; 392 at \$22.55; and 502 at \$22.56.
- This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 600 shares at \$22.57; 100 at \$22.58; 100 at \$22.59; 200 at \$22.61; 100 at \$22.63; 400 at \$22.64; and 6 at \$22.65. The weighted average sales price for these transactions was \$22.4759 per share.
- (5) The reported securities are owned directly by Emerson Electric Co.
- (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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