

MKS INSTRUMENTS INC
 Form 4
 August 02, 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 [MKS]

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)
 07/31/2006

____ 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 | (A) or (D) | Price | | | |
| Common Stock | 07/31/2006 | | S | | 94,675 | D | \$ 20.7569 (1) (2) | 5,058,799 | I | Through a subsidiary |
| Common Stock | 08/01/2006 | | S | | 50,114 | D | \$ 20.0912 (3) (4) | 5,008,685 | I | Through a subsidiary |
| Common Stock | | | | | | | | 1,065,182 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
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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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EMERSON ELECTRIC CO 8000 W. FLORISSANT AVE. ST LOUIS, MO 63136 | | X | | |

Signatures

/s/ Timothy G. Westman, Assistant Secretary
Date: 08/02/2006

**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 July 31, 2006, as follows and as described in Footnote 2 below: 100 shares at \$20.48; 200 at \$20.50; 3,000 at \$20.52; 1,000 at \$20.53; 1,775 at \$20.54; 1,282 at \$20.55; 731 at \$20.56; 2,181 at \$20.57; 631 at \$20.58; 400 at \$20.59; 588 at \$20.60; 212 at \$20.61; 100 at \$20.64; 300 at \$20.65; 1,742 at \$20.66; 2,158 at \$20.67; 5,367 at \$20.68; 2,934 at \$20.69; 3,874 at \$20.70; 1,200 at \$20.71; 1,400 at \$20.72; 1,000 at \$20.73; 2,600 at \$20.74; and 4,500 at \$20.75.

(2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 3,300 shares at \$20.76; 4,365 at \$20.77; 4,335 at \$20.78; 2,200 at \$20.79; 3,087 at \$20.80; 3,400 at \$20.81; 6,040 at \$20.82; 8,260 at \$20.83; 4,000 at \$20.84; 2,110 at \$20.85; 2,491 at \$20.86; 4,510 at \$20.87; 1,700 at \$20.88; 1,531 at \$20.89; 1,168 at \$20.90; 1,100 at \$20.91; 100 at \$20.92; 300 at \$20.93; 100 at \$20.94; 603 at \$20.95; and 700 at \$21.00. The weighted average sales price for these transactions was \$20.7569 per share.

(3) The sales were effected in multiple transactions, at varying prices, on August 1, 2006, as follows and as described in Footnote 4 below: 200 shares at \$19.88; 200 at \$19.89; 200 at \$19.93; 300 at \$19.94; 800 at \$19.95; 200 at \$19.96; 1,110 at \$19.97; 1,900 at \$19.98; 2,847 at \$19.99; 5,053 at \$20.00; 2,200 at \$20.01; 1,300 at \$20.02; 1,378 at \$20.03; 3,182 at \$20.04; 2,504 at \$20.05; 2,300 at \$20.06; 1,060 at \$20.07; 780 at \$20.08; 900 at \$20.09; 4,400 at \$20.10; 1,200 at \$20.11; 2,500 at \$20.12; 1,200 at \$20.13; 1,900 at \$20.14; 400 at \$20.15; 300 at \$20.16; 370 at \$20.17; 230 at \$20.18; and 500 at \$20.19.

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- (4) This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 400 shares at \$20.21; 900 at \$20.22; 600 at \$20.23; 1,500 at \$20.24; 900 at \$20.25; 200 at \$20.26; 100 at \$20.27; 100 at \$20.28; 800 at \$20.29; 300 at \$20.30; 300 at \$20.31; 100 at \$20.32; 400 at \$20.33; 900 at \$20.34; 100 at \$20.35; 100 at \$20.40; 500 at \$20.41; 300 at \$20.43; 100 at \$20.44; and 100 at \$20.48. The weighted average sales price for these transactions was \$20.0912 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.

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