

MKS INSTRUMENTS INC
Form 4
September 06, 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)
09/01/2006

____ 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 (D) | Price | | |
| Common Stock | 09/01/2006 | | S | 39,373 D | \$ 20.9087 (1) (2) 3,910,047 | I | Through a subsidiary |
| Common Stock | 09/05/2006 | | S | 30,000 D | \$ 20.9046 (3) 3,880,047 | 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.

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SEC 1474 (9-02)

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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: 09/06/2006

**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 September 1, 2006, as follows and as described in Footnote 2 below: 400 shares at \$20.49; 200 at \$20.50; 100 at \$20.51; 300 at \$20.53; 100 at \$20.54; 400 at \$20.55; 300 at \$20.56; 100 at \$20.59; 300 at \$20.60; 300 at \$20.61; 200 at \$20.63; 400 at \$20.64; 100 at \$20.65; 100 at \$20.66; 100 at \$20.67; 300 at \$20.68; 200 at \$20.70; 100 at \$20.71; 100 at \$20.72; 600 at \$20.74; 200 at \$20.75; 300 at \$20.76; 400 at \$20.77; 100 at \$20.78; 400 at \$20.79; and 100 at \$20.80.

(2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 300 shares at \$20.83; 300 at \$20.84; 200 at \$20.85; 900 at \$20.86; 200 at \$20.87; 300 at \$20.88; 868 at \$20.89; 3,100 at \$20.90; 1,500 at \$20.91; 1,211 at \$20.92; 3,000 at \$20.93; 900 at \$20.94; 3,967 at \$20.95; 2,600 at \$20.96; 2,433 at \$20.97; 1,082 at \$20.98; 1,300 at \$20.99; 2,500 at \$21.00; 712 at \$21.01; 1,100 at \$21.02; 3,000 at \$21.03; 1,400 at \$21.04; 100 at \$21.05; and 200 at \$21.06. The weighted average sales price for these transactions was \$20.9087 per share.

(3) The sales were effected in multiple transactions, at varying prices, on September 5, 2006, as follows: 26 shares at \$20.75; 274 at \$20.76; 600 at \$20.77; 1,200 at \$20.78; 100 at \$20.79; 1,099 at \$20.80; 2,601 at \$20.81; 3,100 at \$20.82; 400 at \$20.83; 1,200 at \$20.84; 1,299 at \$20.85; 1,126 at \$20.86; 1,100 at \$20.87; 300 at \$20.88; 575 at \$20.89; 200 at \$20.90; 100 at \$20.91; 261 at \$20.92; 700 at \$20.93; 752 at \$20.94; 200 at \$20.95; 1,545 at \$20.96; 3,504 at \$20.97; 1,100 at \$20.98; 1,962 at \$20.99; 1,690 at \$21.00; 266 at \$21.01; 400 at \$21.02;

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352 at \$21.03; 800 at \$21.04; 300 at \$21.05; 500 at \$21.06; and 368 at \$21.07. The weighted average sales price for these transactions was \$20.9046 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.