

MKS INSTRUMENTS INC
Form 4
March 27, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 [MKSII]

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)
03/23/2006

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ 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
___X___ 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 (A) or (D) Price | | | |
| Common Stock | 03/23/2006 | | S | 15,000 D \$ 22.8484 (1) (2) | 7,551,711 | I | Through a subsidiary (3) |
| Common Stock | 03/24/2006 | | S | 15,000 D \$ 23.2594 (4) (5) | 7,536,711 | 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.

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

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. 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 | | |
| ASTEAMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008 | | X | | |

Signatures

/s/ Harley M. Smith, Assistant Secretary for Emerson Electric Co. 03/27/2006

__Signature of Reporting Person Date

/s/ Harley M. Smith, Secretary for Astec America Inc. 03/27/2006

__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 23, 2006, as follows and as described in Footnote 2 below: 100 shares at \$22.36; 100 at \$22.37; 200 at \$22.49; 100 at \$22.58; 100 at \$22.59; 400 at \$22.60; 200 at \$22.62; 200 at \$22.66; 100 at \$22.69; 300 at \$22.70; 300 at \$22.71; 600 at \$22.73; 200 at \$22.74; 262 at \$22.78; 1,000 at \$22.79; 638 at \$22.80; 500 at \$22.81; 300 at \$22.82; 200 at \$22.83; 500 at \$22.84; 600 at \$22.85; 900 at \$22.86; 900 at \$22.87; 900 at \$22.88; and 300 at \$22.89.

(2) This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 700 shares at \$22.90; 706 at \$22.91; 200 at \$22.92; 476 at \$22.93; 300 at \$22.94; 200 at \$22.95; 300 at \$22.96; 400 at \$22.97; 200 at \$23.03; 100 at \$23.05; 900 at

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\$23.06; 300 at \$23.07; 18 at \$23.11; 200 at \$23.14; and 100 at \$23.15. The weighted average sales price for these transactions was \$22.8484 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 24 2006, as follows and as described in Footnote 5 below:

- (4) 100 shares at \$22.98; 400 at \$23.00; 300 at \$23.01; 500 at \$23.02; 200 at \$23.03; 100 at \$23.06; 600 at \$23.07; 400 at \$23.08; 400 at \$23.10; 200 at \$23.11; 100 at \$23.12; 300 at \$23.14; 560 at \$23.15; 214 at \$23.16; 86 at \$23.17; 100 at \$23.18; 500 at \$23.20; 200 at \$23.21; 200 at \$23.22; 100 at \$23.23; 400 at \$23.24; 800 at \$23.25; 500 at \$23.26; 300 at \$23.27; and 300 at \$23.28.

This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 300 shares at \$23.29; 450 at

- (5) \$23.31; 400 at \$23.32; 250 at \$23.33; 400 at \$23.35; 200 at \$23.36; 630 at \$23.37; 800 at \$23.38; 800 at \$23.39; 200 at \$23.40; 710 at \$23.41; 1,200 at \$23.42; 400 at \$23.43; 100 at \$23.44; and 300 at \$23.46. The weighted average sales price for these transactions was \$23.2594 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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