

COLELLA GERARD G  
Form 4  
February 19, 2019

**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 \*  
COLELLA GERARD G

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)  
2 TECH DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2019

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

ANDOVER, MA 01810

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  | (A) or (D)   | Price   |
| Common Stock                    | 02/15/2019                           |  | M                              |   | 15,653.663  | A  | 15,653.663  |
| Common Stock                    | 02/15/2019                           |  | M                              |   | 11,037.583  | A  | 26,691.246  |
| Common Stock                    | 02/15/2019                           |  | M                              |   | 8,936   | A  | 35,627.246  |
| Common Stock                    | 02/15/2019                           |  | M                              |   | 7,386   | A  | 43,013.246  |
| Common Stock                    | 02/15/2019                           |  | M                              |   | 6,885   | A  | 49,898.246  |

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|              |            |                  |        |   |            |            |   |  |
|--------------|------------|------------------|--------|---|------------|------------|---|--|
| Common Stock | 02/15/2019 | M                | 5,250  | A | <u>(1)</u> | 55,148.246 | D |  |
| Common Stock | 02/15/2019 | F <sup>(2)</sup> | 24,488 | D | \$<br>84.7 | 30,660.246 | D |  |
| Common Stock |            |                  |        |   |            | 60,000     | I | By The<br>Gerald G.<br>Colella<br>2018<br>Grantor<br>Trust |
| Common Stock |            |                  |        |   |            | 17,888     | I | By The<br>Gerald G.<br>Colella<br>Living<br>Trust          |

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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 Underlying (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Restricted Stock Unit                      | <u>(1)</u>   | 02/15/2019                           |  | A                              | 23,612.751  | <u>(3)</u>   | <u>(3)</u>                               | Common Stock |
| Restricted Stock Unit                      | <u>(1)</u>   | 02/15/2019                           |  | M                              | 15,653.663  | <u>(4)</u>   | <u>(4)</u>                               | Common Stock |
| Restricted Stock Unit                      | <u>(1)</u>   | 02/15/2019                           |  | M                              | 11,037.583  | <u>(5)</u>   | <u>(5)</u>                               | Common Stock |
| Restricted Stock Unit                      | <u>(1)</u>   | 02/15/2019                           |  | M                              | 8,936   | <u>(6)</u>   | <u>(6)</u>                               | Common Stock |
| Restricted Stock Unit                      | <u>(1)</u>   | 02/15/2019                           |  | M                              | 7,386   | <u>(7)</u>   | <u>(7)</u>                               | Common Stock |
| Restricted Stock Unit                      | <u>(1)</u>   | 02/15/2019                           |  | M                              | 6,885   | <u>(8)</u>   | <u>(8)</u>                               | Common Stock |
|  | <u>(1)</u>   | 02/15/2019                           |  | M                              | 5,250   | <u>(9)</u>   | <u>(9)</u>                               |              |

Restricted  
Stock Unit

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| COLELLA GERARD G<br>2 TECH DRIVE<br>ANDOVER, MA 01810 | X             |           | CEO, Director |       |

## Signatures

/s/ M. Kathryn Rickards,  
attorney-in-fact

02/19/2019

\_\_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) Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.
- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (3) These RSUs vest in three equal annual installments commencing on February 15, 2020, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.  
These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal
- (4) annual installments beginning on February 15, 2017, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.
- (5) These RSUs vest in three equal annual installments commencing on February 15, 2017, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.  
These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal
- (6) annual installments beginning on February 15, 2018, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.
- (7) These RSUs vest in three equal annual installments commencing on February 15, 2018, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.  
These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal
- (8) annual installments beginning on February 15, 2019, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.
- (9) These RSUs vest in three equal annual installments commencing on February 15, 2019, provided that if, in any vesting year, February 15th is not a business day, such vesting shall occur on the next business day.

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.