

MKS INSTRUMENTS INC  
 Form 4  
 September 08, 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 [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)  
 09/06/2006

\_\_\_\_ 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		
					(A) or (D)		
					Price		
Common Stock	09/06/2006		S		30,106	D	Through a subsidiary
					\$ 20.2796		
					(1) (2)		
Common Stock	09/07/2006		S		28,692	D	Through a subsidiary
					\$ 20.2869		
					(3) (4)		
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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This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 100 shares at \$20.14; 163 at \$20.16; 100 at \$20.17; 200 at \$20.18; 200 at \$20.22; 100 at \$20.24; 300 at \$20.25; 100 at \$20.27; 400 at \$20.28; 700 at \$20.29; 1,000 at (4) \$20.30; 1,100 at \$20.31; 2,076 at \$20.32; 4,424 at \$20.33; 900 at \$20.34; 2,500 at \$20.35; 1,000 at \$20.36; 1,100 at \$20.38; 300 at \$20.39; 700 at \$20.41; 600 at \$20.42; 1,200 at \$20.43; 300 at \$20.44; 800 at \$20.45; 300 at \$20.46; 500 at \$20.47; 500 at \$20.53; 300 at \$20.54; 600 at \$20.55; 300 at \$20.56; and 266 at \$20.57. The weighted average sales price for these transactions was \$20.2869 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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