

MKS INSTRUMENTS INC
Form 4
March 01, 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

(Last) (First) (Middle)

8000 W. FLORISSANT AVE.

(Street)

ST. LOUIS, MO 63136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSI]

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | 02/27/2006 | | S | 45,193 D \$ 22.6115 (1) (2) | 8,225,260 | I | Through a subsidiary (3) |
| Common Stock | 02/28/2006 | | S | 36,695 D \$ 22.4934 (4) (5) | 8,188,565 | 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 | | |
| ASTECH AMERICA INC 5810 VAN ALLEN WAY CARLSBAD, CA 92008 | | X | | |

Signatures

/s/ Harley M. Smith, Assistant Secretary for Emerson Electric Co. 03/01/2006

__Signature of Reporting Person Date

/s/ Harley M. Smith, Secretary for Astec America Inc. 03/01/2006

__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 Reporting Person gave a sell order to the broker to sell shares of MKS Instruments, Inc. common stock which resulted in sales of 45,193 shares on February 27, 2006. In the discretion of the broker, the sales were effected in multiple transactions, at varying prices, on February 27, 2006, as follows and as described in Footnote 2 below: 100 shares at \$22.35; 100 at \$22.39; 200 at \$22.40; 171 at \$22.41; 229 at \$22.43; 100 at \$22.44; 300 at \$22.45; 800 at \$22.47; 1,100 at \$22.48; 1,300 at \$22.49; 1,100 at \$22.50; 600 at \$22.51; 3,181 at \$22.52; 2,500 at \$22.53; 3,019 at \$22.54; 976 at \$22.55; 400 at \$22.56; 2,600 at \$22.57; 2,400 at \$22.58; 906 at \$22.59; 921 at \$22.60; and 900 at \$22.61.

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- This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 939 shares at \$22.62; 1,060 at \$22.63; 2,600 at \$22.64; 2,100 at \$22.65; 1,000 at \$22.66; 500 at \$22.67; 1,800 at \$22.68; 991 at \$22.69; 300 at \$22.70; 1,025 at \$22.71; 2,975 at \$22.72; 800 at \$22.73; 500 at \$22.74; 1,200 at \$22.75; 600 at \$22.76; 500 at \$22.77; 1,200 at \$22.78; 600 at \$22.79; 200 at \$22.80; and 400 at \$22.82. The weighted average sales price for these transactions was \$22.6115 per share.
- (2) The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.
- The Reporting Person gave a sell order to the broker to sell shares of MKS Instruments, Inc. common stock which resulted in sales of 36,695 shares on February 28, 2006. In the discretion of the broker, the sales were effected in multiple transactions, at varying prices, on February 28, 2006, as follows and as described in Footnote 5 below: 200 shares at \$22.10; 300 at \$22.11; 400 at \$22.12; 500 at \$22.15; 1 at \$22.17; 200 at \$22.18; 99 at \$22.19; 100 at \$22.20; 1 at \$22.21; 500 at \$22.22; 299 at \$22.23; 100 at \$22.25; 200 at \$22.27; 400 at \$22.29; 500 at \$22.31; 200 at \$22.33; 100 at \$22.34; 500 at \$22.35; 398 at \$22.36; 600 at \$22.37; 302 at \$22.38; 900 at \$22.39; 450 at \$22.40; 2,900 at \$22.41; 1,920 at \$22.42; 500 at \$22.43; 1,100 at \$22.44; 1,000 at \$22.45; and 2,100 at \$22.46.
- (4) This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 500 shares at \$22.47; 110 at \$22.48; 1,030 at \$22.49; 1,600 at \$22.50; 900 at \$22.51; 900 at \$22.52; 200 at \$22.53; 1,700 at \$22.54; 400 at \$22.55; 700 at \$22.56; 300 at \$22.57; 18 at \$22.58; 152 at \$22.59; 3,900 at \$22.60; 1,300 at \$22.62; 800 at \$22.63; 700 at \$22.64; 500 at \$22.65; 200 at \$22.66; 500 at \$22.67; 500 at \$22.68; 321 at \$22.69; 500 at \$22.70; 200 at \$22.71; 800 at \$22.72; 100 at \$22.73; 100 at \$22.74; 200 at \$22.78; 200 at \$22.83; 100 at \$22.84; 200 at \$22.86; and 294 at \$22.88. The weighted average sales price for these transactions was \$22.4934 per share.
- (5) The reported securities are owned directly by Emerson Electric Co.
- (6)

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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