

MKS INSTRUMENTS INC  
 Form 4  
 July 11, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
 07/07/2006

\_\_\_\_ Director  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  
 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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	07/07/2006		S			25,000	D	\$ 19.5044 (1) (2)	5,322,405	I	Through a subsidiary.
Common Stock	07/10/2006		S			17,400	D	\$ 19.2217 (3) (4)	5,305,005	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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This footnote sets forth additional detail with respect to the transactions described in Footnote 3 as follows: 200 shares at \$19.26; 700 at (4) \$19.27; 300 at \$19.28; 100 at \$19.29; 200 at \$19.30; 500 at \$19.32; 2,187 at \$19.33; 1,100 at \$19.34; 100 at \$19.35; 613 at \$19.36; 241 at \$19.37; 100 at \$19.38; 800 at \$19.40; and 159 at \$19.41. The weighted average sales price for these transactions was \$19.2217 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.