#### Edgar Filing: SMITH JOHN ALEXANDER - Form 4

SMITH JOH Form 4 January 27,	HN ALEXANDE 2006	R									
FORM	ЛД								OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549					OMMISSION	OMB Number:	3235-0287				
Check the									Expires:	January 31,	
if no longer subject to STATEMENT OF CHANGES IN BENEFICIA				IAL	OWN	ERSHIP OF	Estimated average				
	Section 16. SECURITIES						burden hours per				
Form 4 Form 5	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of					Act of $1034$	response	0.5			
obligatio	ons Section 170						-	1935 or Section	1		
may con <i>See</i> Instr 1(b).	lunue.			ivestment C	•	•					
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> SMITH JOHN ALEXANDER								5. Relationship of Reporting Person(s) to Issuer			
		MKS I	NSTRUME	NTS INC	[MK	KSI]	(Check all applicable)				
(Last)	(First) (	Middle)	3. Date of Earliest Transaction (Che					(Check		)	
				Month/Day/Year)				Director 10% Owner			
			01/26/2006					XOfficer (give titleOther (specify below) below)			
								V.P. & C	hief Tech Offi	cer	
	(Street)		4. If Amendment, Date Original				e	6. Individual or Joint/Group Filing(Check			
			· · · ·					Applicable Line) _X_ Form filed by One Reporting Person			
WILMING	TON, MA 01887						-	_X_ Form filed by O Form filed by Me Person			
(City)	(State)	(Zip)	Tah	le I - Non-Der	ivative Se	curitie	es Acoui	ired, Disposed of,	or Beneficial	v Owned	
1.Title of	2. Transaction Date	24 Deer		3.			-	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if any		e, if Transaction (A) or Disposed of (D Code (Instr. 3, 4 and 5)				Securities	0. Ownership	Indirect	
(Instr. 3)							5)	Beneficially	Form:	Beneficial	
		(Month/D	ay/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)	
						$(\mathbf{A})$		Reported	(I)	(Instr. 1)	
						(A) or		Transaction(s)	(Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	01/26/2006			$M^{(1)(2)}$	13,000	А	\$ 14	15,058	D		
Common	01/26/2006			S <u>(1)</u>	13,000	D	\$ 21.5	2,058	D		

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.

 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)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		7. Title and Amount c Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Stock Option (right to buy)	<u>(3)</u>	01/26/2006		M <u>(1)(2)</u>		13,000	08/08/1988	08/08/1988	Common	13,00

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### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SMITH JOHN ALEXANDER 90 INDUSTRIAL WAY WILMINGTON, MA 01887			V.P. & Chief Tech Officer				
Signaturos							

## Signatures

By: Joseph M.Tocci / POA	01/27/2006
**Signature of Reporting	Date

Person

# **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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) Option conversion price \$4.43 for option transactions reported on this filing.
- (3) Stock Option Grants include multiple vest dates.
- (4) Option exercise price \$14.00.

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.