#### MKS INSTRUMENTS INC

Form 4 July 21, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB APPROVAL OMB** 

3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

Common

Common

Stock

Stock

07/20/2006

may continue.

See Instruction

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		INSTRUMENTS INC [MKS]	Issuer		
(Last) (First)	(Middle) 3. Date	e of Earliest Transaction	(Check all applicable)		
8000 W. FLORISSANT AV		h/Day/Year) 1/2006	Director X 10% Owner Officer (give title Other (specify below)		
(Street) ST LOUIS, MO 63136		mendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State)	(Zip) Ta	able I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned		
1.Title of Security (Month/Day/Year) (Instr. 3)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Prior	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		
Common Stock 07/19/2006		\$ 25,000 D 19.09	07 5,212,974 I Through a subsidiary.		

3,900

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

S

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

5,209,074

1,065,182

I

D

\$

(2)

19.1656

D

Through a

subsidiary.

#### Edgar Filing: MKS INSTRUMENTS INC - Form 4

## displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						]
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	ation	Number		
						Exercisable	Date				
				Code V	(A) (D)				Shares		
				Couc v	(II)				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				

## **Signatures**

/s/ Timothy G. Westman, Assistant Secretary 07/21/2006

\*\*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).

The sales were effected in multiple transactions, at varying prices, on July 19, 2006, as follows: 11,300 shares at \$19.00; 2,600 at \$19.01; 600 at \$19.02; 500 at \$19.03; 600 at \$19.04; 200 at \$19.05; 200 at \$19.06; 200 at \$19.07; 100 at \$19.08; 400 at \$19.09; 100 at \$19.10; 100 at \$19.11; 400 at \$19.12; 500 at \$19.14; 200 at \$19.16; 400 at \$19.18; 1,000 at \$19.19; 526 at \$19.20; 100 at \$19.23; 200 at \$19.25; 200 at \$19.26; 834 at \$19.27; 1,000 at \$19.28; 200 at \$19.29; 100 at \$19.30; 300 at \$19.31; 200 at \$19.32; 365 at \$19.33; 300 at \$19.34; 200 at \$19.

- (1) 200 at \$19.11, 400 at \$19.12, 300 at \$19.14, 200 at \$19.16, 400 at \$19.10, 1,000 at \$19.17, 320 at \$19.20, 100 at \$19.23, 200 at \$19.22; 200 at \$19.26; 834 at \$19.27; 1,000 at \$19.28; 200 at \$19.30; 300 at \$19.31; 200 at \$19.32; 365 at \$19.33; 300 at \$19.34; 200 at \$19.35; 118 at \$19.36; 200 at \$19.37; 657 at \$19.38; and 100 at \$19.39. The weighted average sales price for these transactions was \$19.0907 per share.
- The sales were effected in multiple transactions, at varying prices, on July 20, 2006, as follows: 300 shares at \$19.00; 100 at \$19.01; 300 at \$19.02; 100 at \$19.03; 100 at \$19.07; 100 at \$19.08; 100 at \$19.13; 100 at \$19.14; 200 at \$19.16; 200 at \$19.17; 600 at \$19.18; 300 at \$19.20; 200 at \$19.22; 700 at \$19.25; 100 at \$19.26; 300 at \$19.28; and 100 at \$19.31. The weighted average sales price for these transactions was \$19.1656 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.

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