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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

FORM 3

OMB APROVAL
OMB NUMBER: 3235-0104
Expires: December 31, 2001
Estimated average burden
hours per response.....0.5

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(f) of the Investment Company Act of 1940

(PI	Till of Type Respon	1565)							
1.	. Name and Address of Reporting Person*								
	Emerson Electric (
	(Last)	(First)	(Middle)						
	8000 W. Florissant								
		(Street)							
	St. Louis	MO	63136						
	(City)	(State)	(Zip)						
2.	Date of Event Re	equiring Statement (Month/Da	y/Year)						
	01/31/02								
3.	IRS or Social Se	ecurity Number of Reporting							
4.	Issuer Name and	Ticker or Trading Symbol Inc. (MKSI)							
 Relationship of Reporting Person to Issuer (Check all applicable) 									
	Director		X 10% Owner						
	Officer (give		Other (specify below)						
6.		ate of Original (Month/Day/Y							
7.		int/Group Filing (Check Appl e Reporting Person	icable Line)						
	<pre>K Form filed by Mor</pre>	re than One Reporting Person							
	T-1.1. T	Non Donication Consulting D	on officially formed						

Table I Non-Derivative Securities Beneficially Owned

<TABLE> <CAPTION>

 Title of Security (Instr. 4) Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership
Form: Direct
(D) or Indirect
(I)(Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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Common Stock	3,036,611		D				
Common Stock					ıgh a Subsidia	ry	
* If the form is filed by mo 5(b)(v).							
Reminder: Report on a separa owned directly or		class of secui	rities beneficially			F	Page 1
of 3 (0ver)							SEC
1473 (3-99) 							

							THE CONTRACTOR OF THE CONTRACT							
Table II Deri	vative Securities	Beneficially	0wned											
(e.g., puts, calls,	warrants, options	, convertible	securities)											
1. Title of Derivative Nature	2. Date Exerci	sable	3. Title and Amo	unt of 4.	Conver- 5	. Owner-	6.							
Security (Instr. 4)	and Expirat	ion	Securities Un	derlying	sion or	ship								
of In-	Date (Month	/Day/ Year)	Derivative Se	curities	Exercise	Form of								
direct			(Instr. 4)		Price of	Deriv-								
Bene-	Date	Expira-			Derivative	ative								
ficial	Exer-	tion	Title	Amount	Security	Security	:							
Owner-	cisable	Date	.200	or	3000.21,	Direct								
ship	CISUDIC	bate												
(Instr.				Number		(D) or								
5)				of		Indirect								
				Shares		(I) (Instr.								
						5)								
<\$>														
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explanation of Responses:
 Please see attached Joint Filer Information. The reported securities are owned directly by Astec America, Inc. The Reporting Person is the ultimate parent company of Astec America, Inc.
s/ Harley M. Smith
*Signature of Reporting Person
y: Harley M. Smith, Assistant Secretary
s/ David C. Moon
**Signature of Reporting Person yy: David C. Moon, as Vice President of stec America, Inc.
02/07/02 Date
*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
lote: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
otential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays age 2 of 3 currently valid OMB Number. SE 473 (3-99)
z/TABLE>
Joint Filer Information
stec America Inc., 5810 Van Allen Way, Carlsbad, California 92008, has lesignated Emerson Electric Co. as the "Designated Filer" for the purposes of the attached Form 3.
ssuer & Ticker Symbol: MKS Instruments, Inc. (MKSI)
ate of Event Requiring Statement: 01/31/02
ignature: /s/ Harley M. Smith By: Harley M. Smith, Assistant Secretary of Emerson Electric Co.

Signature: /s/ David C. Moon

By: David C. Moon, as Vice President of Astec America, Inc.