

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>EMERSON ELECTRIC CO</u> (Last) (First) (Middle) <u>8000 W. FLORISSANT AVE.</u> (Street) <u>ST. LOUIS</u> <u>MO</u> <u>63136</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MKS INSTRUMENTS INC</u> [<u>MKSI</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <u>X</u> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person 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	12/12/2005		G ⁽¹⁾		200,000	D	(2)	8,463,389	I	Through a subsidiary ⁽³⁾
Common Stock	02/21/2006		S		24,000	D	\$22.9702 ⁽⁴⁾	8,439,389	I	Through a subsidiary ⁽³⁾
Common Stock	02/22/2006		S		64,653	D	\$22.7786 ⁽⁵⁾ (6)	8,374,736	I	Through a subsidiary ⁽³⁾
Common Stock								1,065,182 ⁽⁷⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Bona fide gift to the Emerson Charitable Trust not previously reported.
2. Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.
3. The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.
4. The Reporting Person gave a sell order to the broker to sell shares of MKS Instruments, Inc. common stock which resulted in sales of 24,000 shares on February 21, 2006. In the discretion of the broker, the sale was effected in multiple transactions, at varying prices, on February 21, 2006, as follows: 400 shares at \$22.83; 100 at \$22.85; 100 at \$22.86; 200 at \$22.87; 300 at \$22.88; 400 at \$22.89; 500 at \$22.91; 1,000 at \$22.92; 1,700 at \$22.93; 2,300 at \$22.94; 1,600 at \$22.95; 1,500 at \$22.96; 1,600 at \$22.97; 2,500 at \$22.98; 4,100 at \$22.99; 2,000 at \$23.00; 200 at \$23.01; 1,000 at \$23.02; 100 at \$23.03; 600 at \$23.04; 1,600 at \$23.05; and 200 at \$23.06. The average sales price for these transactions was \$22.9702 per share.
5. The Reporting Person gave a sell order to the broker to sell shares of MKS Instruments, Inc. common stock which resulted in sales of 64,653 shares on February 22, 2006. In the discretion of the broker, the sale was effected in multiple transactions, at varying prices, on February 22, 2006, as follows and as described in Footnote (6) below: 200 shares at \$22.08; 100 at \$22.15; 100 at \$22.20; 300 at \$22.23; 200 at \$22.28; 200 at \$22.29; 311 at \$22.30; 189 at \$22.31; 400 at \$22.34; 200 at \$22.38; 100 at \$22.40; 501 at \$22.42; 520 at \$22.43; 480 at \$22.45; 200 at \$22.46; 100 at \$22.48; 300 at \$22.52; 99 at \$22.53; 200 at \$22.54; 300 at \$22.55; 400 at \$22.58; 200 at \$22.59; 500 at \$22.60; 100 at \$22.61; 500 at \$22.63; 100 at \$22.64; 400 at \$22.66; 600 at \$22.70; and 300 at \$22.71.
6. This footnote sets forth additional detail with respect to the transactions described in Footnote (5), as follows: 700 shares at \$22.72; 1,400 at \$22.73; 800 at \$22.74; 800 at \$22.75; 1,600 at \$22.76; 3,082 at \$22.77; 3,332 at \$22.78; 5,844 at \$22.79; 10,152 at \$22.80; 4,084 at \$22.81; 4,400 at \$22.82; 3,200 at \$22.83; 2,200 at \$22.84; 1,200 at \$22.85; 1,500 at \$22.86; 1,700 at \$22.87; 4,010 at \$22.88; 2,049 at \$22.89; 1,400 at \$22.90; 300 at \$22.91; 500 at \$22.92; 300 at \$22.93; 300 at \$22.94; 300 at \$22.96; 200 at \$22.98; 400 at \$22.99; and 800 at \$23.00. The average sales price for these transactions was \$22.7786 per share.
7. The reported securities are owned directly by Emerson Electric Co.

Remarks:

See Exhibit 99.1 - Joint Filer Information

/s/ Harley M. Smith, Assistant
Secretary for Emerson Electric Co. 02/23/2006

/s/ Harley M. Smith, Secretary for
Astec America Inc. 02/23/2006

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Joint Filer Information

Astec America Inc., 5810 Van Allen Way, Carlsbad, California 92008, has designated Emerson Electric Co. as the “Designated Filer” for the purposes of the attached Form 4.

Issuer & Ticker Symbol: MKS Instruments, Inc. (MKSI)

Date of Events Requiring Statement: 12/12/05
02/21/06
02/22/06

Signature: /s/ Harley M. Smith

By: Harley M. Smith, Assistant Secretary
of Emerson Electric Co.

Signature: /s/ Harley M. Smith

By: Harley M. Smith, Secretary
of Astec America Inc.