

FORM 4

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

OMB APPROVAL

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>			2. Issuer Name and Ticker or Trading Symbol <u>MKS INSTRUMENTS INC [ MKSI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last) (First) (Middle) <u>8000 W. FLORISSANT AVE.</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2006</u>					
(Street) <u>ST. LOUIS MO 63136</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person <input type="checkbox"/>		
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2006		S		35,000	D	\$22.6713 <sup>(1)</sup> <sup>(2)</sup>	8,339,736	I	Through a subsidiary <sup>(3)</sup>
Common Stock	02/24/2006		S		69,283	D	\$22.4924 <sup>(4)</sup>	8,270,453	I	Through a subsidiary <sup>(3)</sup>
Common Stock								1,065,182 <sup>(5)</sup>	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. The Reporting Person gave a sell order to the broker to sell shares of MKS Instruments, Inc. common stock which resulted in sales of 35,000 shares on February 23, 2006. In the discretion of the broker, the sales were effected in multiple transactions, at varying prices, on February 23, 2006, as follows and as described in Footnote 2 below: 781 shares at \$22.42; 106 at \$22.43; 181 at \$22.44; 500 at \$22.49; 100 at \$22.50; 100 at \$22.51; 800 at \$22.54; 800 at \$22.55; 500 at \$22.56; 1,000 at \$22.57; 400 at \$22.58; 300 at \$22.59; 1,300 at \$22.60; 1,100 at \$22.61; 800 at \$22.62; 1,700 at \$22.63; 1,200 at \$22.64; 1,900 at \$22.65; 1,400 at \$22.66; 1,400 at \$22.67; and 1,600 at \$22.68.
2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 1,900 shares at \$22.69; 1,400 at \$22.70; 1,400 at \$22.71; 632 at \$22.72; 1,672 at \$22.73; 1,900 at \$22.74; 3,600 at \$22.75; 1,328 at \$22.76; 900 at \$22.77; 500 at \$22.78; 900 at \$22.79; 300 at \$22.80; 200 at \$22.84; and 300 at \$22.88. The weighted average sales price for these transactions was \$22.6713 per share.
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 69,283 shares on February 24, 2006. In the discretion of the broker, the sales weres effected in multiple transactions, at varying prices, on February 24, 2006, as follows: 100 shares at \$22.42; 100 at \$22.43; 9,150 at \$22.45; 1,850 at \$22.46; 11,200 at \$22.47; 3,800 at \$22.48; 19,400 at \$22.49; 4,600 at \$22.50; 3,079 at \$22.51; 5,321 at \$22.52; 3,405 at \$22.53; 2,000 at \$22.54; 2,700 at \$22.55; 1,100 at \$22.56; and 1,478 at \$22.57. The weighted average sales price for these transactions was \$22.4924 per share.
5. 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. 02/27/2006  
/s/ Harley M. Smith, Secretary for  
Astec America Inc. 02/27/2006

\*\* 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: 02/23/06  
02/24/06

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.