

FORM 4

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

OMB APPROVAL

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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>05/09/2006</u>					
(Street) <u>ST LOUIS MO 63136</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)						6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> <input checked="" type="checkbox"/> 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	05/09/2006		S		46,300	D	\$24.6311 ⁽¹⁾ ⁽²⁾	6,911,824	I	Through a subsidiary ⁽³⁾
Common Stock	05/10/2006		S		34,468	D	\$24.0135 ⁽⁴⁾ ⁽⁵⁾	6,877,356	I	Through a subsidiary ⁽³⁾
Common Stock								1,065,182	D ⁽⁶⁾	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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)

1. Name and Address of Reporting Person * <u>ASTEC AMERICA INC</u>		
(Last)	(First)	(Middle)
<u>5810 VAN ALLEN WAY</u>		
(Street)		
<u>CARLSBAD</u>	<u>CA</u>	<u>92008</u>
(City)	(State)	(Zip)

Explanation of Responses:

1. The sales were effected in multiple transactions, at varying prices, on May 9, 2006, as follows and as described in Footnote 2 below: 175 shares at \$24.42; 200 at \$24.43; 525 at \$24.45; 800 at \$24.46; 866 at \$24.47; 2,034 at \$24.48; 1,300 at \$24.49; 1,500 at \$24.50; 1,000 at \$24.51; 600 at \$24.52; 1,000 at \$24.53; 1,400 at \$24.54; 2,267 at \$24.55; 1,743 at \$24.56; 1,144 at \$24.57; 1,022 at \$24.58; 1,581 at \$24.59; 1,609 at \$24.60; 3,400 at \$24.61; 200 at \$24.62; 600 at \$24.63; 1,910 at \$24.65; 900 at \$24.66; 1,200 at \$24.67; 1,534 at \$24.68; and 1,700 at \$24.69.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 1,300 shares at \$24.70; 400 at \$24.71; 1,200 at \$24.72; 3,053 at \$24.73; 100 at \$24.74; 1,190 at \$24.75; 1,000 at \$24.76; 700 at \$24.77; 200 at \$24.78; 947 at \$24.79; 1,400 at \$24.80; 400 at \$24.81; 800 at \$24.82; 100 at \$24.83; 500 at \$24.87; and 800 at \$24.88. The weighted average sales price for these transactions was \$24.6311 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 sales were effected in multiple transactions, at varying prices, on May 10, 2006, as follows and as described in Footnote 5 below: 300 shares at \$23.77; 200 at \$23.78; 100 at \$23.79; 400 at \$23.80; 400 at \$23.82; 800 at \$23.83; 500 at \$23.84; 400 at \$23.85; 800 at \$23.86; 1,554 at \$23.87; 1,955 at \$23.88; 849 at \$23.89; 1,200 at \$23.90; 1,200 at \$23.91; 700 at \$23.92; 400 at \$23.93; 413 at \$23.94; 500 at \$23.95; 600 at \$23.96; 1,100 at \$23.97; 800 at \$23.98; 1,200 at \$23.99; 1,800 at \$24.00; 1,487 at \$24.01; 900 at \$24.02; 500 at \$24.03; 1,000 at \$24.04; 1,025 at \$24.05; 1,100 at \$24.06; 964 at \$24.07; 500 at \$24.08; 900 at \$24.09; and 1,400 at \$24.10.

5. This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 211 shares at \$24.11; 200 at \$24.12; 200 at \$24.13; 700 at \$24.14; 200 at \$24.15; 400 at \$24.16; 100 at \$24.17; 200 at \$24.19; 100 at \$24.20; 200 at \$24.21; 300 at \$24.22; 510 at \$24.23; 500 at \$24.24; 200 at \$24.25; 200 at \$24.26; 100 at \$24.27; 300 at \$24.29; 300 at \$24.30; 400 at \$24.31; 100 at \$24.33; 100 at \$24.36; 200 at \$24.38; 200 at \$24.39; 200 at \$24.40; and 400 at \$24.41. The weighted average sales price for these transactions was \$24.0135 per share.

6. The reported securities are owned directly by Emerson Electric Co.

Remarks:

See Exhibit 99.1 - Joint Filer Information

[/s/ Timothy G. Westman, Assistant Secretary for Emerson Electric Co.](#) [05/11/2006](#)
[/s/ Timothy G. Westman, Secretary for Astec America Inc.](#) [05/11/2006](#)

** 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:	05/09/06 05/10/06

Signature:	<u>/s/ Timothy G. Westman</u>
	By: Timothy G. Westman, Assistant Secretary of Emerson Electric Co.
Signature:	<u>/s/ Timothy G. Westman</u>
	By: Timothy G. Westman, Secretary of Astec America Inc.