

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> (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 [MKSI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2006</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) Form filed by One Reporting Person <u>X</u> Form filed by More than One Reporting Person
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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	05/11/2006		S		33,403	D	\$23.2346 ⁽¹⁾ ₍₂₎	6,843,953	I	Through a subsidiary ⁽³⁾
Common Stock	05/12/2006		S		28,562	D	\$22.9572 ⁽⁴⁾ ₍₅₎	6,815,391	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		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 11, 2006, as follows and as described in Footnote 2 below: 100 shares at \$22.74; 100 at \$22.76; 100 at \$22.79; 200 at \$22.80; 92 at \$22.81; 108 at \$22.82; 200 at \$22.84; 46 at \$22.87; 54 at \$22.89; 400 at \$22.90; 100 at \$22.91; 200 at \$22.92; 300 at \$22.93; 400 at \$22.94; 300 at \$22.96; 200 at \$22.97; 500 at \$22.98; 73 at \$22.99; 1,092 at \$23.00; 100 at \$23.01; 500 at \$23.02; 287 at \$23.03; 500 at \$23.04; 800 at \$23.05; 200 at \$23.06; 688 at \$23.07; 800 at \$23.08; 2,808 at \$23.09; 608 at \$23.10; 1,500 at \$23.11; 1,100 at \$23.12; 312 at \$23.13; 200 at \$23.14; and 400 at \$23.15.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 800 shares at \$23.16; 400 at \$23.17; 700 at \$23.18; 1,700 at \$23.19; 400 at \$23.20; 100 at \$23.21; 1,194 at \$23.22; 1,400 at \$23.23; 900 at \$23.24; 97 at \$23.25; 50 at \$23.26; 300 at \$23.27; 100 at \$23.28; 600 at \$23.29; 100 at \$23.37; 500 at \$23.38; 100 at \$23.39; 100 at \$23.42; 400 at \$23.43; 200 at \$23.44; 400 at \$23.46; 200 at \$23.47; 200 at \$23.48; 400 at \$23.49; 1,000 at \$23.50; 1,000 at \$23.51; 500 at \$23.52; 100 at \$23.54; 300 at \$23.57; 200 at \$23.62; 500 at \$23.64; 694 at \$23.66; 200 at \$23.67; 200 at \$23.68; 200 at \$23.69; 400 at \$23.70; 200 at \$23.72; 200 at \$23.76; 300 at \$23.79; 100 at \$23.80; 100 at \$23.81; 100 at \$23.82; 200 at \$23.88; 100 at \$23.91; and 100 at \$23.92. The weighted average sales price for these transactions was \$23.2346 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 12, 2006, as follows and as described in Footnote 5 below: 400 shares at \$22.68; 200 at \$22.69; 200 at \$22.70; 500 at \$22.71; 200 at \$22.72; 200 at \$22.73; 200 at \$22.74; 600 at \$22.76; 300 at \$22.77; 500 at \$22.78; 100 at \$22.79; 300 at \$22.80; 900 at \$22.81; 900 at \$22.82; 200 at \$22.83; 400 at \$22.84; 400 at \$22.85; 400 at \$22.86; 100 at \$22.87; 600 at \$22.88; 600 at \$22.89; 356 at \$22.90; 897 at \$22.91; 800 at \$22.92; 163 at \$22.93; 300 at \$22.94; 2,000 at \$22.95; 1,300 at \$22.96; 1,900 at \$22.97; 1,100 at \$22.98; 500 at \$22.99; and 800 at \$23.00.

5. This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 500 shares at \$23.01; 500 at \$23.02; 700 at \$23.03; 1,292 at \$23.04; 1,200 at \$23.05; 241 at \$23.06; 900 at \$23.07; 700 at \$23.08; 900 at \$23.09; 600 at \$23.10; 445 at \$23.11; 200 at \$23.12; 100 at \$23.13; 95 at \$23.14; 200 at \$23.16; 300 at \$23.17; 200 at \$23.18; 300 at \$23.19; 200 at \$23.20; 473 at \$23.21; and 200 at \$23.23. The weighted average sales

price for these transactions was \$22.9572 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 05/15/2006
Secretary for Emerson Electric Co.
/s/ Timothy G. Westman, Secretary 05/15/2006
for Astec America Inc.

** 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: 05/11/06
05/12/06

Signature: /s/ Timothy G. Westman

By: Timothy G. Westman, Assistant Secretary
of Emerson Electric Co.

Signature: /s/ Timothy G. Westman

By: Timothy G. Westman, Secretary
of Astec America Inc.