

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>06/13/2006</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) Form filed by One Reporting Person <input type="checkbox"/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(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	06/13/2006		S		43,529	D	\$19.5622 <sup>(1)</sup> <sub>(2)</sub>	6,011,092	I	Through a subsidiary <sup>(3)</sup>
Common Stock	06/13/2006		G <sup>(4)</sup>		200,000	D	<sub>(5)</sub>	5,811,092	I	Through a subsidiary <sup>(3)</sup>
Common Stock	06/14/2006		S		34,620	D	\$19.3008 <sup>(6)</sup> <sub>(7)</sub>	5,776,472	I	Through a subsidiary <sup>(3)</sup>
Common Stock								1,065,182	D <sup>(8)</sup>	

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 June 13, 2006, as follows and as described in Footnote 2 below: 100 shares at \$19.23; 600 at \$19.24; 510 at \$19.26; 600 at \$19.27; 400 at \$19.28; 1,100 at \$19.29; 210 at \$19.30; 1,310 at \$19.31; 1,000 at \$19.32; 100 at \$19.33; 700 at \$19.34; 400 at \$19.35; 800 at \$19.36; 400 at \$19.37; 700 at \$19.38; 623 at \$19.39; 600 at \$19.40; 1,277 at \$19.41; 500 at \$19.42; 500 at \$19.43; 900 at \$19.44; 700 at \$19.45; 710 at \$19.46; 400 at \$19.47; 1,600 at \$19.48; 900 at \$19.49; 1,100 at \$19.50; 872 at \$19.51; 210 at \$19.52; 610 at \$19.53; 928 at \$19.54; and 700 at \$19.55.
2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 800 shares at \$19.56; 1,100 at \$19.57; 1,200 at \$19.58; 500 at \$19.59; 500 at \$19.60; 1,100 at \$19.61; 200 at \$19.62; 600 at \$19.63; 1,040 at \$19.64; 1,065 at \$19.65; 382 at \$19.66; 181 at \$19.67; 300 at \$19.69; 300 at \$19.70; 400 at \$19.71; 600 at \$19.72; 400 at \$19.73; 800 at \$19.74; 1,000 at \$19.75; 600 at \$19.76; 500 at \$19.77; 400 at \$19.78; 718 at \$19.79; 600 at \$19.80; 1,000 at \$19.81; 700 at \$19.82; 500 at \$19.83; 300 at \$19.84; 1,000 at \$19.85; 600 at \$19.86; 800 at \$19.87; 207 at \$19.88; 676 at \$19.89; 200 at \$19.90; and 200 at \$19.92. The weighted average sales price for these transactions was \$19.5622 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. Bona fide gift to the Emerson Charitable Trust.

5. Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.
6. The sales were effected in multiple transactions, at varying prices, on June 14, 2006, as follows and as described in Footnote 7 below: 100 shares at \$19.03; 400 at \$19.04; 100 at \$19.05; 200 at \$19.06; 600 at \$19.07; 210 at \$19.08; 700 at \$19.09; 300 at \$19.10; 800 at \$19.11; 200 at \$19.12; 600 at \$19.13; 1,100 at \$19.14; 1,000 at \$19.15; 1,600 at \$19.16; 300 at \$19.17; 1,800 at \$19.18; 800 at \$19.19; 1,100 at \$19.20; 500 at \$19.21; 300 at \$19.22; 400 at \$19.23; 600 at \$19.24; 100 at \$19.25; 300 at \$19.26; 400 at \$19.27; 100 at \$19.28; 1,000 at \$19.29; and 300 at \$19.30.
7. This footnote sets forth additional detail with respect to the transactions described in Footnote 6, as follows: 900 shares at \$19.31; 100 at \$19.32; 800 at \$19.33; 1,700 at \$19.34; 1,500 at \$19.35; 1,200 at \$19.36; 220 at \$19.37; 800 at \$19.38; 800 at \$19.39; 800 at \$19.40; 689 at \$19.41; 100 at \$19.42; 400 at \$19.43; 100 at \$19.44; 2,601 at \$19.45; 1,800 at \$19.46; 1,690 at \$19.47; 1,010 at \$19.48; 100 at \$19.49; 700 at \$19.50; 600 at \$19.51; and 100 at \$19.53. The weighted average sales price for these transactions was \$19.3008 per share.
8. 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. 06/15/2006

/s/ Timothy G. Westman, Secretary  
for Astec America Inc. 06/15/2006

\*\* 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: 06/13/06  
06/14/06

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.