

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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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) Other (specify below) | | |
| (Last) (First) (Middle) <u>8000 W. FLORISSANT AVE.</u> | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2006</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 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 | 06/15/2006 | | S | | 39,084 | D | \$19.7751 ⁽¹⁾ | 5,737,388 | I | Through a subsidiary ⁽²⁾ |
| Common Stock | 06/16/2006 | | S | | 72,983 | D | \$19.3072 ⁽³⁾ ⁽⁴⁾⁽⁵⁾ | 5,664,405 | I | Through a subsidiary ⁽²⁾ |
| 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 June 15, 2006, as follows: 200 shares at \$19.66; 200 at \$19.68; 200 at \$19.69; 3,000 at \$19.70; 4,800 at \$19.71; 1,100 at \$19.72; 1,500 at \$19.73; 1,790 at \$19.74; 1,424 at \$19.75; 2,499 at \$19.76; 2,100 at \$19.77; 1,300 at \$19.78; 1,590 at \$19.79; 9,600 at \$19.80; 1,400 at \$19.81; 781 at \$19.82; 300 at \$19.83; 1,300 at \$19.84; 600 at \$19.85; 700 at \$19.86; 600 at \$19.87; 400 at \$19.88; 400 at \$19.89; 900 at \$19.90; and 400 at \$19.92. The weighted average sales price for these transactions was \$19.7751 per share.

2. The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.

3. The sales were effected in multiple transactions, at varying prices, on June 16, 2006, as follows and as described in Footnotes 4 and 5 below: 2,500 shares at \$19.00; 1,000 at \$19.01; 1,200 at \$19.02; 1,200 at \$19.03; 500 at \$19.04; 600 at \$19.05; 600 at \$19.06; 526 at \$19.07; 1,674 at \$19.08; 1,200 at \$19.09; 2,424 at \$19.10; 1,769 at \$19.11; 1,300 at \$19.12; 625 at \$19.13; 375 at \$19.14; 2,300 at \$19.15; 31 at \$19.16; 500 at \$19.17; 861 at \$19.18; 867 at \$19.19; 1,770 at \$19.20; 500 at \$19.21; 2 at \$19.22; 419 at \$19.23; 700 at \$19.24; and 2,499 at \$19.25.

4. This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 1,000 shares at \$19.26; 1,150 at \$19.27; 1,901 at \$19.28; 2,450 at \$19.29; 5,107 at \$19.30; 2,592 at \$19.31; 2,681 at \$19.32; 2,006 at \$19.33; 1,010 at \$19.34; 665 at \$19.35; 803 at \$19.36; 427 at \$19.37; 773 at \$19.38; 1,098 at \$19.39; 1,922 at \$19.40; 2,286 at \$19.41; 900 at \$19.42; 800 at \$19.43; 100 at \$19.44; 1,100 at \$19.45; 300 at \$19.46; 909 at \$19.47; 300 at \$19.48; 1,200 at \$19.49; and 800 at \$19.50.

5. This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 1,249 shares at \$19.51; 500 at \$19.52; 100 at \$19.53; 400 at \$19.54; 500 at \$19.55; 100 at \$19.56; 100 at \$19.61; 200 at \$19.62; 1,462 at \$19.64; 100 at \$19.65; 84 at \$19.66; 503 at \$19.67; 216 at \$19.68; 335 at \$19.69; 1,106 at \$19.70; 100 at \$19.71; 700 at \$19.72; 200 at \$19.73; 100 at \$19.74; 1,506 at \$19.75; 200 at \$19.76; 800 at \$19.77; and 200 at \$19.78.¹ The weighted average sales price for these transactions was \$19.3072 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 06/19/2006
Secretary for Emerson Electric Co.

/s/ Timothy G. Westman, Secretary 06/19/2006
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.

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|-------------------------------------|------------------------------|
| Issuer & Ticker Symbol: | MKS Instruments, Inc. (MKSI) |
| Date of Events Requiring Statement: | 06/15/06 06/16/06 |

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|------------|--|
| 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. |