

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>07/19/2006</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) <u>X</u> Form filed by One Reporting Person 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	07/19/2006		S		25,000	D	\$19.0907 ⁽¹⁾	5,212,974	I	Through a subsidiary.
Common Stock	07/20/2006		S		3,900	D	\$19.1656 ⁽²⁾	5,209,074	I	Through a subsidiary.
Common Stock								1,065,182	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 sales were effected in multiple transactions, at varying prices, on July 19, 2006, as follows: 11,300 shares at \$19.00; 2,600 at \$19.01; 600 at \$19.02; 500 at \$19.03; 600 at \$19.04; 200 at \$19.05; 200 at \$19.06; 200 at \$19.07; 100 at \$19.08; 400 at \$19.09; 100 at \$19.10; 100 at \$19.11; 400 at \$19.12; 500 at \$19.14; 200 at \$19.16; 400 at \$19.18; 1,000 at \$19.19; 526 at \$19.20; 100 at \$19.23; 200 at \$19.25; 200 at \$19.26; 834 at \$19.27; 1,000 at \$19.28; 200 at \$19.29; 100 at \$19.30; 300 at \$19.31; 200 at \$19.32; 365 at \$19.33; 300 at \$19.34; 200 at \$19.35; 118 at \$19.36; 200 at \$19.37; 657 at \$19.38; and 100 at \$19.39. The weighted average sales price for these transactions was \$19.0907 per share.

2. The sales were effected in multiple transactions, at varying prices, on July 20, 2006, as follows: 300 shares at \$19.00; 100 at \$19.01; 300 at \$19.02; 100 at \$19.03; 100 at \$19.07; 100 at \$19.08; 100 at \$19.13; 100 at \$19.14; 200 at \$19.16; 200 at \$19.17; 600 at \$19.18; 300 at \$19.20; 200 at \$19.22; 700 at \$19.25; 100 at \$19.26; 300 at \$19.28; and 100 at \$19.31. The weighted average sales price for these transactions was \$19.1656 per share.

/s/ Timothy G. Westman, Assistant Secretary 07/21/2006

** 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.