

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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 MO 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>08/02/2006</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	08/02/2006		S		44,940	D	\$20.3263 ⁽¹⁾ ₍₂₎	4,963,745	I	Through a subsidiary
Common Stock	08/03/2006		S		44,194	D	\$20.4016 ⁽³⁾ ₍₄₎	4,919,551	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					

Explanation of Responses:

1. The sales were effected in multiple transactions, at varying prices, on August 2, 2006, as follows and as described in Footnote 2 below: 300 shares at \$20.01; 200 at \$20.04; 200 at \$20.05; 200 at \$20.07; 500 at \$20.08; 300 at \$20.09; 500 at \$20.10; 100 at \$20.11; 300 at \$20.13; 300 at \$20.14; 100 at \$20.15; 600 at \$20.16; 200 at \$20.18; 1,300 at \$20.20; 400 at \$20.21; 500 at \$20.22; 1,100 at \$20.23; 900 at \$20.24; 1,200 at \$20.25; 1,900 at \$20.26; 3,501 at \$20.27; 3,577 at \$20.28; 2,422 at \$20.29; 1,610 at \$20.30; 2,200 at \$20.31; 1,300 at \$20.32; 1,895 at \$20.33; 880 at \$20.34; and 800 at \$20.35.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 1,200 shares at \$20.36; 400 at \$20.37; 500 at \$20.38; 1,400 at \$20.39; 1,500 at \$20.40; 200 at \$20.41; 800 at \$20.42; 855 at \$20.43; 1,600 at \$20.44; 2,400 at \$20.45; 100 at \$20.46; 700 at \$20.47; 200 at \$20.49; 1,100 at \$20.52; 100 at \$20.53; 100 at \$20.55; 548 at \$20.57; 552 at \$20.58; 400 at \$20.59; 300 at \$20.60; 400 at \$20.61; and 300 at \$20.63. The weighted average sales price for these transactions was \$20.3263 per share.

3. The sales were effected in multiple transactions, at varying prices, on August 3, 2006, as follows and as described in Footnote 4 below: 100 shares at \$19.99; 174 at \$20.02; 100 at \$20.03; 500 at \$20.04; 200 at \$20.05; 200 at \$20.06; 300 at \$20.08; 600 at \$20.09; 300 at \$20.10; 260 at \$20.11; 40 at \$20.12; 400 at \$20.13; 326 at \$20.14; 888 at \$20.15; 1,112 at \$20.16; 1,000 at \$20.17; 1,600 at \$20.18; 1,000 at \$20.19; 500 at \$20.20; 100 at \$20.21; 800 at \$20.22; 200 at \$20.23; 600 at \$20.24; 900 at \$20.25; 1,100 at \$20.26; 107 at \$20.27; 100 at \$20.28; 400 at \$20.29; and 400 at \$20.30.

4. This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 400 shares at \$20.31; 200 at \$20.32; 300 at \$20.33; 200 at \$20.34; 200 at \$20.35; 1,700 at \$20.41; 500 at \$20.42; 300 at \$20.43; 100 at \$20.44; 300 at \$20.45; 300 at \$20.46; 1,000 at \$20.47; 4,200 at \$20.48; 1,387 at \$20.49; 2,800 at \$20.50; 800 at \$20.51; 1,100 at \$20.52; 1,900 at \$20.53; 1,900 at \$20.54; 1,800 at \$20.55; 2,300 at \$20.56; 4,100 at \$20.57; 1,000 at \$20.58; 500 at \$20.59; 200 at \$20.60; and 400 at \$20.61. The weighted average sales price for these transactions was \$20.4016 per share.

/s/ Timothy G. Westman, Assistant Secretary 08/04/2006

** 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.