

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>08/18/2006</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) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/18/2006		S		23,568	D	\$20.7929 ⁽¹⁾ (2)	4,394,447	I	Through a subsidiary
Common Stock	08/21/2006		S		22,994	D	\$20.579 ⁽³⁾	4,371,453	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 August 18, 2006, as follows and as described in Footnote 2 below: 100 shares at \$20.48; 284 at \$20.49; 716 at \$20.50; 100 at \$20.51; 800 at \$20.52; 73 at \$20.53; 100 at \$20.54; 100 at \$20.55; 400 at \$20.56; 100 at \$20.57; 100 at \$20.59; 300 at \$20.60; 200 at \$20.62; 400 at \$20.63; 200 at \$20.64; 100 at \$20.65; 500 at \$20.66; 300 at \$20.67; 400 at \$20.68; 400 at \$20.69; 600 at \$20.70; 600 at \$20.71; 400 at \$20.72; 726 at \$20.73; 74 at \$20.74; and 100 at \$20.75.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 700 shares at \$20.76; 400 at \$20.77; 26 at \$20.78; 374 at \$20.79; 800 at \$20.80; 1,200 at \$20.81; 1,026 at \$20.82; 1,269 at \$20.83; 590 at \$20.84; 800 at \$20.85; 1,006 at \$20.86; 200 at \$20.87; 400 at \$20.88; 300 at \$20.89; 300 at \$20.91; 900 at \$20.92; 486 at \$20.93; 414 at \$20.94; 700 at \$20.95; 200 at \$20.97; 1,200 at \$20.98; 1,104 at \$20.99; and 1,000 at \$21.00. The weighted average sales price for these transactions was \$20.7929 per share.

3. The sales were effected in multiple transactions, at varying prices, on August 21, 2006, as follows: 200 shares at \$20.38; 100 at \$20.39; 400 at \$20.40; 600 at \$20.41; 500 at \$20.42; 200 at \$20.44; 200 at \$20.45; 500 at \$20.47; 274 at \$20.49; 898 at \$20.50; 1,002 at \$20.51; 1,055 at \$20.52; 545 at \$20.53; 300 at \$20.54; 700 at \$20.55; 600 at \$20.56; 600 at \$20.57; 1,300 at \$20.58; 1,000 at \$20.59; 1,300 at \$20.60; 2,100 at \$20.61; 2,598 at \$20.62; 1,302 at \$20.63; 700 at \$20.64; 600 at \$20.65; 1,100 at \$20.66; 300 at \$20.67; 1,033 at \$20.68; 200 at \$20.70; 100 at \$20.71; 400 at \$20.72; and 287 at \$20.73. The weighted average sales price for these transactions was \$20.579 per share.

/s/ Timothy G. Westman, Assistant Secretary 08/22/2006

** 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.

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