

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>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/24/2006</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 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	08/24/2006		S		24,454	D	\$20.3043 ⁽¹⁾	4,346,999	I	Through a subsidiary
Common Stock	08/25/2006		S		29,600	D	\$20.1632 ⁽²⁾ (3)	4,317,399	I	Through a subsidiary
Common Stock	08/25/2006		G ⁽⁴⁾	V	200,000	D	(5)	4,117,399	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 24, 2006, as follows: 500 shares at \$20.23; 3,583 at \$20.24; 3,400 at \$20.25; 1,000 at \$20.26; 771 at \$20.27; 1,100 at \$20.28; 1,000 at \$20.29; 3,501 at \$20.30; 800 at \$20.31; 1,299 at \$20.32; 1,000 at \$20.33; 200 at \$20.34; 800 at \$20.35; 200 at \$20.36; 600 at \$20.37; 874 at \$20.38; 1,526 at \$20.39; 1,200 at \$20.40; 600 at \$20.41; 400 at \$20.42; and 100 at \$20.44. The weighted average sales price for these transactions was \$20.3043 per share.
2. The sales were effected in multiple transactions, at varying prices, on August 25, 2006, as follows and as described in Footnote 3 below: 100 shares at \$19.87; 100 at \$19.89; 72 at \$19.91; 200 at \$19.92; 100 at \$19.93; 700 at \$19.94; 700 at \$19.95; 703 at \$19.96; 195 at \$19.97; 1,023 at \$19.98; 300 at \$19.99; 775 at \$20.00; 132 at \$20.01; 600 at \$20.02; 400 at \$20.03; 400 at \$20.04; 300 at \$20.06; 200 at \$20.07; 100 at \$20.08; 866 at \$20.09; 1,034 at \$20.10; 500 at \$20.11; 200 at \$20.12; 600 at \$20.13; 500 at \$20.14; and 800 at \$20.15.
3. This footnote sets forth additional detail with respect to the transactions described in Footnote 2, as follows: 1,900 shares at \$20.16; 983 at \$20.17; 2,117 at \$20.18; 2,100 at \$20.19; 1,600 at \$20.20; 900 at \$20.21; 491 at \$20.22; 209 at \$20.23; 200 at \$20.24; 100 at \$20.25; 1,600 at \$20.26; 1,100 at \$20.27; 400 at \$20.28; 300 at \$20.29; 700 at \$20.30; 500 at \$20.31; 400 at \$20.33; 300 at \$20.34; 300 at \$20.37; 300 at \$20.39; 300 at \$20.41; 100 at \$20.43; 300 at \$20.44; 200 at \$20.45; 300 at \$20.47; 100 at \$20.48; and 200 at \$20.52. The weighted average sales price for these transactions was \$20.1632 per share.
4. Bona fide gift to the Emerson Charitable Trust.
5. Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

/s/ Timothy G. Westman, Assistant Secretary 08/28/2006

** 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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