

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>08/28/2006</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
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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	08/28/2006		S		51,000	D	\$20.5584 ⁽¹⁾ (2)	4,066,399	I	Through a subsidiary
Common Stock	08/29/2006		S		50,000	D	\$20.3815 ⁽³⁾ (4)	4,016,399	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The sales were effected in multiple transactions, at varying prices, on August 28, 2006, as follows and as described in Footnote 2 below: 100 shares at \$20.13; 300 at \$20.14; 100 at \$20.15; 200 at \$20.17; 153 at \$20.19; 100 at \$20.21; 100 at \$20.26; 300 at \$20.31; 620 at \$20.35; 580 at \$20.36; 100 at \$20.37; 200 at \$20.38; 600 at \$20.39; 100 at \$20.40; 300 at \$20.41; 100 at \$20.43; 100 at \$20.44; and 400 at \$20.45.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 300 shares at \$20.46; 400 at \$20.47; 1,400 at \$20.48; 400 at \$20.49; 2,600 at \$20.50; 2,266 at \$20.51; 781 at \$20.52; 900 at \$20.53; 800 at \$20.54; 1,900 at \$20.55; 2,000 at \$20.56; 1,900 at \$20.57; 400 at \$20.58; 3,600 at \$20.59; 11,700 at \$20.60; 1,100 at \$20.61; and 14,100 at \$20.62. The weighted average sales price for these transactions was \$20.5584 per share.

3. The sales were effected in multiple transactions, at varying prices, on August 29, 2006, as follows and as described in Footnote 4 below: 500 shares at \$20.15; 700 at \$20.16; 200 at \$20.17; 200 at \$20.18; 200 at \$20.19; 200 at \$20.20; 446 at \$20.21; 957 at \$20.22; 642 at \$20.23; 1,297 at \$20.24; 1,158 at \$20.25; 600 at \$20.26; 1,782 at \$20.27; 1,010 at \$20.28; 1,890 at \$20.29; 2,000 at \$20.30; 1,742 at \$20.31; 458 at \$20.32; 700 at \$20.33; 600 at \$20.34; 500 at \$20.35; 700 at \$20.36; and 400 at \$20.37.

4. This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 400 shares at \$20.38; 800 at \$20.39; 870 at \$20.40; 1,830 at \$20.41; 4,600 at \$20.42; 3,723 at \$20.43; 7,400 at \$20.44; 1,833 at \$20.45; 1,933 at \$20.46; 1,167 at \$20.47; 1,658 at \$20.48; 1,150 at \$20.49; 2,132 at \$20.50; 416 at \$20.51; 102 at \$20.53; 204 at \$20.54; 15 at \$20.55; 685 at \$20.56; and 200 at \$20.57. The weighted average sales price for these transactions was \$20.3815 per share.

/s/ Timothy G. Westman, Assistant Secretary

** 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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