

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

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|--|--|--|--|--|--|--|--|--|
| 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) Other (specify below) | | |
| (Last) (First) (Middle) <u>8000 W. FLORISSANT AVE.</u> | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2006</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 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 | 09/01/2006 | | S | | 39,373 | D | \$20.9087 ⁽¹⁾ (2) | 3,910,047 | I | Through a subsidiary |
| Common Stock | 09/05/2006 | | S | | 30,000 | D | \$20.9046 ⁽³⁾ | 3,880,047 | 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 September 1, 2006, as follows and as described in Footnote 2 below: 400 shares at \$20.49; 200 at \$20.50; 100 at \$20.51; 300 at \$20.53; 100 at \$20.54; 400 at \$20.55; 300 at \$20.56; 100 at \$20.59; 300 at \$20.60; 300 at \$20.61; 200 at \$20.63; 400 at \$20.64; 100 at \$20.65; 100 at \$20.66; 100 at \$20.67; 300 at \$20.68; 200 at \$20.70; 100 at \$20.71; 100 at \$20.72; 600 at \$20.74; 200 at \$20.75; 300 at \$20.76; 400 at \$20.77; 100 at \$20.78; 400 at \$20.79; and 100 at \$20.80.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 300 shares at \$20.83; 300 at \$20.84; 200 at \$20.85; 900 at \$20.86; 200 at \$20.87; 300 at \$20.88; 868 at \$20.89; 3,100 at \$20.90; 1,500 at \$20.91; 1,211 at \$20.92; 3,000 at \$20.93; 900 at \$20.94; 3,967 at \$20.95; 2,600 at \$20.96; 2,433 at \$20.97; 1,082 at \$20.98; 1,300 at \$20.99; 2,500 at \$21.00; 712 at \$21.01; 1,100 at \$21.02; 3,000 at \$21.03; 1,400 at \$21.04; 100 at \$21.05; and 200 at \$21.06. The weighted average sales price for these transactions was \$20.9087 per share.

3. The sales were effected in multiple transactions, at varying prices, on September 5, 2006, as follows: 26 shares at \$20.75; 274 at \$20.76; 600 at \$20.77; 1,200 at \$20.78; 100 at \$20.79; 1,099 at \$20.80; 2,601 at \$20.81; 3,100 at \$20.82; 400 at \$20.83; 1,200 at \$20.84; 1,299 at \$20.85; 1,126 at \$20.86; 1,100 at \$20.87; 300 at \$20.88; 575 at \$20.89; 200 at \$20.90; 100 at \$20.91; 261 at \$20.92; 700 at \$20.93; 752 at \$20.94; 200 at \$20.95; 1,545 at \$20.96; 3,504 at \$20.97; 1,100 at \$20.98; 1,962 at \$20.99; 1,690 at \$21.00; 266 at \$21.01; 400 at \$21.02; 352 at \$21.03; 800 at \$21.04; 300 at \$21.05; 500 at \$21.06; and 368 at \$21.07. The weighted average sales price for these transactions was \$20.9046 per share.

/s/ Timothy G. Westman, Assistant Secretary 09/06/2006

** 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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