

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*<br><u>EMERSON ELECTRIC CO</u> |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>MKS INSTRUMENTS INC [ MKSI ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last) (First) (Middle)<br><u>8000 W. FLORISSANT AVE.</u>              |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/06/2006</u>              |  |  |  |  |  |
| (Street)<br><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)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 09/06/2006                           |  | S                              |   | 30,106  | D          | \$20.2796 <sup>(1)</sup> <sub>(2)</sub> | 3,849,941   | I  | Through a subsidiary                                  |
| Common Stock                    | 09/07/2006                           |  | S                              |   | 28,692  | D          | \$20.2869 <sup>(3)</sup> <sub>(4)</sub> | 3,821,249   | 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 6, 2006, as follows and as described in Footnote 2 below: 100 shares at \$20.14; 581 at \$20.16; 2,300 at \$20.17; 1,800 at \$20.18; 1,400 at \$20.19; 1,000 at \$20.20; 2,100 at \$20.21; 1,700 at \$20.22; 2,025 at \$20.23; 1,800 at \$20.24; 1,200 at \$20.25; 500 at \$20.26; 1,300 at \$20.27; 1,863 at \$20.28; 337 at \$20.29; 800 at \$20.30; 400 at \$20.31; 600 at \$20.32; 500 at \$20.33; 400 at \$20.34; and 100 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; 400 at \$20.38; 300 at \$20.39; 930 at \$20.40; 1,000 at \$20.41; 300 at \$20.42; 370 at \$20.43; 200 at \$20.44; 100 at \$20.45; 300 at \$20.46; 500 at \$20.47; 300 at \$20.48; 100 at \$20.50; 200 at \$20.51; 100 at \$20.53; 100 at \$20.56; 200 at \$20.57; 200 at \$20.58; and 100 at \$20.68. The weighted average sales price for these transactions was \$20.2796 per share.

3. The sales were effected in multiple transactions, at varying prices, on September 7, 2006, as follows and as described in Footnote 4 below: 300 shares at \$19.83; 200 at \$19.84; 200 at \$19.85; 200 at \$19.87; 100 at \$19.88; 200 at \$19.89; 200 at \$19.90; 100 at \$19.91; 300 at \$19.92; 200 at \$19.93; 263 at \$19.95; 600 at \$19.96; 200 at \$19.97; 200 at \$19.98; 400 at \$20.00; 600 at \$20.01; 200 at \$20.02; 100 at \$20.03; 100 at \$20.04; 100 at \$20.06; 100 at \$20.07; 200 at \$20.09; 300 at \$20.10; and 200 at \$20.13.

4. This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 100 shares at \$20.14; 163 at \$20.16; 100 at \$20.17; 200 at \$20.18; 200 at \$20.22; 100 at \$20.24; 300 at \$20.25; 100 at \$20.27; 400 at \$20.28; 700 at \$20.29; 1,000 at \$20.30; 1,100 at \$20.31; 2,076 at \$20.32; 4,424 at \$20.33; 900 at \$20.34; 2,500 at \$20.35; 1,000 at \$20.36; 1,100 at \$20.38; 300 at \$20.39; 700 at \$20.41; 600 at \$20.42; 1,200 at \$20.43; 300 at \$20.44; 800 at \$20.45; 300 at \$20.46; 500 at \$20.47; 500 at \$20.53; 300 at \$20.54; 600 at \$20.55; 300 at \$20.56; and 266 at \$20.57. The weighted average sales price for these transactions was \$20.2869 per share.

/s/ Timothy G. Westman, Assistant Secretary 09/08/2006

\*\* 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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