

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>09/19/2006</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	09/19/2006		S		25,000	D	\$20.3331 ⁽¹⁾ (2)	3,646,249	I	Through a subsidiary
Common Stock	09/20/2006		S		25,000	D	\$20.8107 ⁽³⁾	3,621,249	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 19, 2006, as follows and as described in Footnote 2 below: 200 shares at \$20.08; 800 at \$20.12; 600 at \$20.13; 100 at \$20.14; 600 at \$20.15; 500 at \$20.16; 400 at \$20.17; 1,100 at \$20.18; 500 at \$20.19; 700 at \$20.20; 900 at \$20.21; 400 at \$20.22; 200 at \$20.23; 200 at \$20.25; 200 at \$20.26; 643 at \$20.27; 1,100 at \$20.28; 400 at \$20.29; 107 at \$20.30; 400 at \$20.31; 500 at \$20.32; 1,000 at \$20.33; 900 at \$20.34; and 334 at \$20.35.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 525 shares at \$20.36; 1,143 at \$20.37; 237 at \$20.38; 500 at \$20.39; 763 at \$20.40; 1,400 at \$20.41; 781 at \$20.42; 800 at \$20.43; 619 at \$20.44; 1,800 at \$20.45; 700 at \$20.46; 500 at \$20.47; 148 at \$20.48; 500 at \$20.50; 600 at \$20.51; 200 at \$20.52; 300 at \$20.53; 500 at \$20.54; and 200 at \$20.57. The weighted average sales price for these transactions was \$20.3331 per share.

3. The sales were effected in multiple transactions, at varying prices, on September 20, 2006, as follows: 200 shares at \$20.51; 200 at \$20.52; 100 at \$20.54; 200 at \$20.56; 100 at \$20.59; 100 at \$20.60; 200 at \$20.64; 400 at \$20.65; 500 at \$20.67; 1,200 at \$20.68; 1,000 at \$20.69; 1,323 at \$20.70; 1,003 at \$20.71; 600 at \$20.72; 200 at \$20.74; 200 at \$20.75; 100 at \$20.76; 600 at \$20.77; 100 at \$20.79; 100 at \$20.81; 1,200 at \$20.82; 1,000 at \$20.83; 1,000 at \$20.84; 2,187 at \$20.85; 1,900 at \$20.86; 1,301 at \$20.87; 1,914 at \$20.88; 1,200 at \$20.89; 2,031 at \$20.90; 1,096 at \$20.91; 500 at \$20.92; 500 at \$20.93; and 745 at \$20.94. The weighted average sales price for these transactions was \$20.8107 per share.

/s/ Timothy G. Westman, Assistant Secretary 09/21/2006

** 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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