SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* BAGSHAW SETH H	2. Issuer Name **and** Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle)
C/O MKS 2 TECH DRIVE, SUITE 201

(Street)
ANDOVER MA 01810

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2012

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Vice President, CFO, Treasurer

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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	02/28/2012		M		3,153.453	A	(1)	3,644.805	D	
Common Stock	02/28/2012		M		2,220	A	(1)	5,864.805	D	
Common Stock	02/28/2012		F(2)		1,704	D	$30.63	4,160.805	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(1)	02/28/2012		M			3,153.453	(3)	(3)	Common Stock	3,153.453	(1)	21,242.826	D	
Restricted Stock Unit	(1)	02/28/2012		M			2,220	(4)	(4)	Common Stock	2,220	(1)	20,199.504	D	

Explanation of Responses:

1. Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.

2. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

3. These RSUs are subject to the achievement of performance criteria determined in the first year of the grant and thereafter vests in equal annual installments over three years.

4. The RSUs vest in equal annual installments over three years

/s/ Kathleen F. Burke POA   03/01/2012

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.