

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>COLELLA GERARD G</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Business Officer and VP</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2008</u>			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		
2 TECH DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ANDOVER MA 01810</u>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/30/2008		M		2,188	A	\$14.72	16,212	D	
Common Stock	07/30/2008		S		2,188	D	\$21.07	14,024	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				
Stock Option (Right to Buy)	\$14.72	07/30/2008		M			2,188	07/30/2005 <sup>(1)</sup>	07/30/2014	Common Stock	2,188	\$0	0	D	
Stock Option (Right to Buy)	\$18.12							05/29/2004 <sup>(1)</sup>	05/29/2013	Common Stock	375		375	D	
Stock Option (Right to Buy)	\$27.11							11/11/2004 <sup>(1)</sup>	11/13/2013	Common Stock	28,000		28,000	D	
Stock Option (Right to Buy)	\$17.25							03/21/2002 <sup>(1)</sup>	03/21/2011	Common Stock	30,000		30,000	D	
Stock Option (Right to Buy)	\$29.93							01/05/2005 <sup>(2)</sup>	01/06/2014	Common Stock	7,000		7,000	D	
Stock Option (Right to Buy)	\$26.86							12/03/2003	12/03/2013	Common Stock	250		250	D	
Stock Option (Right to Buy)	\$20.02							10/15/2002 <sup>(3)</sup>	10/15/2011	Common Stock	823		823	D	
Stock Option (Right to Buy)	\$32							01/04/2001 <sup>(1)</sup>	01/04/2010	Common Stock	11,000		11,000	D	
Stock Option (Right to Buy)	\$18.44							06/24/2003 <sup>(2)</sup>	06/24/2012	Common Stock	436		436	D	
Stock Option (Right to Buy)	\$23.5							01/30/2003 <sup>(1)</sup>	01/30/2012	Common Stock	30,000		30,000	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)				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				
Stock Option (Right to Buy)	\$24.5							11/14/2001	11/14/2011	Common Stock	125,000		125,000	D	
Restricted Stock Unit	(4)							(3)	(3)	Common Stock	29,966		29,966	D	

**Explanation of Responses:**

- 25% after first year, 6.25% each quarter thereafter - total 4 years.
- Vests 100% one year after grant
- Vests as follows: 33 1/3 after the first year and each successive 12 month period thereafter.
- Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.

/s/ Joseph M. Tocci / POA      07/31/2008

\*\* 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.**