

**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 |
| Estimated average burden hours per response: | 0.5       |

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>EMERSON ELECTRIC CO</u><br><br>(Last) (First) (Middle)<br>8000 W. FLORISSANT AVE.<br><br>(Street)<br>ST LOUIS MO 63136<br><br>(City) (State) (Zip) | 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><br>Officer (give title below) Other (specify below)                   |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/15/2006                     |  |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                    | 05/15/2006                           |  | S                              |   | 121,100   | D          | \$22.1649 <sup>(1)(2)(3)</sup> | 6,694,291   | I  | Through a subsidiary <sup>(4)</sup>                   |
| Common Stock                    | 05/16/2006                           |  | S                              |   | 57,000  | D          | \$22.0577 <sup>(5)(6)</sup>    | 6,637,291   | I  | Through a subsidiary <sup>(4)</sup>                   |
| Common Stock                    |                                      |  |                                |   |   |            |                                | 1,065,182   | D <sup>(7)</sup>   |   |

**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 |   |  |  |   |  |

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| 1. Name and Address of Reporting Person*<br><u>EMERSON ELECTRIC CO</u><br><br>(Last) (First) (Middle)<br>8000 W. FLORISSANT AVE.<br><br>(Street)<br>ST LOUIS MO 63136<br><br>(City) (State) (Zip) |
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| 1. Name and Address of Reporting Person*<br><u>ASTEC AMERICA INC</u><br><br>(Last) (First) (Middle)<br>5810 VAN ALLEN WAY<br><br>(Street)<br>CARLSBAD CA 92008<br><br>(City) (State) (Zip) |
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**Explanation of Responses:**

1. The sales were effected in multiple transactions, at varying prices, on May 15, 2006, as follows and as described in Footnotes 2 and 3 below: 100 shares at \$21.45; 100 at \$21.46; 200 at \$21.47; 500 at \$21.49; 100 at \$21.53; 100 at \$21.55; 200 at \$21.57; 200 at \$21.58; 200 at \$21.59; 100 at \$21.60; 100 at \$21.62; 100 at \$21.63; 200 at \$21.64; 200 at \$21.65; 100 at \$21.67; 100 at \$21.71; 100 at \$21.72; 100 at \$21.73; 300 at \$21.75; 200 at \$21.76; 300 at \$21.77; 200 at \$21.78; 100 at \$21.79; 500 at \$21.80; 700 at \$21.81; 100 at \$21.82; 200 at \$21.83; 400 at \$21.84; 400 at \$21.85; 300 at \$21.87; and 500 at \$21.88.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 100 shares at \$21.90; 500 at \$21.91; 200 at \$21.92; 500 at \$21.93; 100 at \$21.94; 800 at \$21.95; 1,901 at \$21.96; 2,199 at \$21.97; 3,016 at \$21.98; 3,282 at \$21.99; 5,802 at \$22.00; 4,101 at \$22.01; 1,900 at \$22.02; 3,300 at \$22.03; 5,417 at \$22.04; 1,737 at \$22.05; 2,645 at \$22.06; 3,100 at \$22.07; 1,700 at \$22.08; 860 at \$22.09; 2,500 at \$22.10; 2,340 at \$22.11; 1,700 at \$22.12; 700 at \$22.13; 800 at \$22.14; 900 at \$22.15; 800 at \$22.16; 1,000 at \$22.17; 1,535 at \$22.18; 1,865 at \$22.19; 2,900 at \$22.20; 2,000 at \$22.21; 602 at \$22.22; 1,600 at \$22.23; 1,798 at \$22.24; 3,100 at \$22.25; 4,800 at \$22.26; 2,300 at \$22.27; 2,800 at \$22.28; 3,700 at \$22.29; and 1,603 at \$22.30.

3. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 897 shares at \$22.31; 1,139 at \$22.32; 2,400 at \$22.33; 500 at \$22.34; 1,000 at \$22.35; 3,000 at \$22.36; 2,954 at \$22.37; 1,607 at \$22.38; 1,800 at \$22.39; 800 at \$22.40; 700 at \$22.41; 300 at \$22.42; 600 at \$22.43; 1,800 at \$22.44; 3,100 at \$22.45; 900 at \$22.46; 400 at \$22.47; 11 at \$22.48; 320 at \$22.49; 700 at \$22.50; 480 at \$22.51; 789 at \$22.52; 100 at \$22.53; 800 at \$22.54; 500 at \$22.55; 500 at \$22.56; 400 at \$22.57; 100 at \$22.58; 200 at \$22.60; 200 at \$22.62; 100 at \$22.63; 100 at \$22.64; and 400 at \$22.65. The weighted average sales price for these transactions was \$22.1649 per share.

4. The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.

5. The sales were effected in multiple transactions, at varying prices, on May 16, 2006, as follows and as described in Footnote 6 below: 200 shares at \$21.83; 200 at \$21.84; 100 at \$21.85; 160 at \$21.88; 300 at \$21.89; 432 at \$21.90; 591 at \$21.91; 308 at \$21.92; 963 at \$21.93; 1,146 at \$21.94; 874 at \$21.95; 2,502 at \$21.96; 3,300 at \$21.97; 3,133 at \$21.98; 1,000 at \$21.99; 2,407 at \$22.00; 1,100 at \$22.01; 1,012 at \$22.02; 1,035 at \$22.03; 4,693 at \$22.04; 4,979 at \$22.05; 3,815 at \$22.06; 3,648 at \$22.07; 2,800 at \$22.08; 2,300 at \$22.09; and 2,400 at \$22.10.

6. This footnote sets forth additional detail with respect to the transactions described in Footnote 5, as follows: 200 shares at \$22.11; 900 at \$22.12; 700 at \$22.13; 700 at \$22.14; 318 at \$22.15; 200 at \$22.16; 600 at \$22.17; 118 at \$22.18; 682 at \$22.19; 200 at \$22.20; 200 at \$22.21; 2,400 at \$22.22; 400 at \$22.23; 1,700 at \$22.24; 1,384 at \$22.25; and 900 at \$22.26. The weighted average sales price for these transactions was \$22.0577 per share.

7. The reported securities are owned directly by Emerson Electric Co.

### Remarks:

See Exhibit 99.1 - Joint Filer Information

/s/ Timothy G. Westman,  
Assistant Secretary for  
Emerson Electric Co.  
/s/ Timothy G. Westman,  
Secretary for Astec America  
Inc.

05/17/2006

05/17/2006

\*\* 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.

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.

Joint Filer Information

Astec America Inc., 5810 Van Allen Way, Carlsbad, California 92008, has designated Emerson Electric Co. as the "Designated Filer" for the purposes of the attached Form 4.

Issuer & Ticker Symbol: MKS Instruments, Inc. (MKSI)

Date of Events Requiring Statement: 05/15/06  
05/16/06

Signature: /s/ Timothy G. Westman  
By: Timothy G. Westman, Assistant Secretary  
of Emerson Electric Co.

Signature: /s/ Timothy G. Westman  
By: Timothy G. Westman, Secretary  
of Astec America Inc.