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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

October 31, 2006

MKS Instruments, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction
of incorporation)

000-23621

(Commission
File Number)

04-2277512

(I.R.S. Employer
Identification No.)

90 Industrial Way, Wilmington, Massachusetts

(Address of principal executive offices)

01887

(Zip Code)

Registrant's telephone number, including area code:

978-284-4000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On October 25, 2006, the Registrant amended the compensation for the Registrant's Non-Employee Director, effective as of January 1, 2007. A summary of the 2007 compensation is attached to the Current Report on Form 8-K as Exhibit 99.1.

On October 25, 2006, the Registrant amended Leo Berlinghieri's compensation, effective as of January 1, 2007. Mr. Berlinghieri's annual salary was increased to \$485,000, additionally his percentage target bonus under the MKS Management Incentive Bonus Plan was increased from 75% to 100%.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MKS Instruments, Inc.

October 31, 2006

By: *Ronald C. Weigner*

Name: Ronald C. Weigner

Title: VP & CFO

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Summary of Compensatory Arrangements with Non-Employee Directors

Summary of Compensatory Arrangements with Non-Employee Directors

Cash Compensation

Directors who are not employees of the Company are paid cash compensation as follows:

<u>Type of Fee</u>	<u>Role</u>	<u>Amount</u>	<u>For each</u>
Annual retainer	Non-Executive Chairman	\$75,000	year of service
Attendance	Non-Executive Chairman	\$2,000	board meeting
Annual retainer	Board member	\$32,000	year of service
Attendance	Board member	\$ 2,000	board meeting
Attendance	Audit Committee Chair	\$ 1,500	committee meeting
Annual retainer	Audit Committee Chair	\$12,000	year of service
Attendance	Other Audit Committee members	\$1,500	committee meeting
Attendance	Compensation Committee Chair	\$1,500	committee meeting
Annual retainer	Compensation Committee Chair	\$10,000	year of service
Attendance	Other Compensation Committee members	\$1,500	committee meeting
Attendance	Nominating and Corporate Governance Committee Chair	\$1,500	committee meeting
Annual retainer	Nominating and Corporate Governance Committee Chair	\$6,000	year of service
Attendance	Other Nominating and Corporate Governance Committee members	\$1,500	committee meeting

Directors of MKS are reimbursed for expenses incurred in connection with their attendance at board meetings and committee meetings.

Stock Compensation

Non-employee directors participate in the Company's 2004 Stock Incentive Plan. Under this plan, non-employee directors receive restricted stock units of the Company's common stock as follows:

<u>Type of Award</u>	<u>Date of Award</u>	<u>Number of Restricted Stock Units</u>	<u>Vesting Schedule</u>
Initial Award	Date of initial election to board	6,666	vests in 12 equal quarterly installments over a three-year period
Annual*	Date of each Annual Meeting of	4,000	Fully vests on the day prior to the

Shareholders

first annual
meeting of
shareholders
following the date
of grant (or if no
such meeting is
held within 13
months after the
date of grant, on
the 13 month
anniversary of the
date of grant)

* A Non-Employee Director is eligible to receive annual awards if the director has been in office for at least six months prior to the date of the respective annual meeting of shareholders.