

**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* <u>EMERSON ELECTRIC CO</u>  (Last) (First) (Middle) <u>8000 W. FLORISSANT AVE.</u>  (Street) <u>ST LOUIS MO 63136</u>  (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2006</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <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	05/03/2006		S		40,119	D	\$23.8872 <sup>(1)(2)</sup>	7,044,434	I	Through a subsidiary <sup>(3)</sup>
Common Stock	05/04/2006		S		44,379	D	\$24.575 <sup>(4)(5)</sup>	7,000,055	I	Through a subsidiary <sup>(3)</sup>
Common Stock								1,065,182	D <sup>(6)</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					

1. Name and Address of Reporting Person\*  
EMERSON ELECTRIC CO  
 (Last) (First) (Middle)  
8000 W. FLORISSANT AVE.  
 (Street)  
ST LOUIS MO 63136  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ASTEC AMERICA INC  
 (Last) (First) (Middle)  
5810 VAN ALLEN WAY  
 (Street)  
CARLSBAD CA 92008  
 (City) (State) (Zip)

**Explanation of Responses:**

1. The sales were effected in multiple transactions, at varying prices, on May 3, 2006, as follows and as described in Footnote 2 below: 600 shares at \$23.48; 100 at \$23.49; 100 at \$23.50; 500 at \$23.62; 100 at \$23.63; 100 at \$23.64; 400 at \$23.67; 200 at \$23.68; 100 at \$23.69; 200 at \$23.70; 100 at \$23.71; 100 at \$23.73; 500 at \$23.74; 200 at \$23.75; 200 at \$23.76; 700 at \$23.78; 518 at \$23.79; 800 at \$23.80; 1,000 at \$23.81; 1,900 at \$23.82; 900 at \$23.83; 1,700 at \$23.84; 1,360 at \$23.85; 3,900 at \$23.86; 2,600 at \$23.87; 2,884 at \$23.88; 1,300 at \$23.89; and 1,800 at \$23.90.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 2,364 shares at \$23.91; 1,136 at \$23.92; 200 at \$23.93; 900 at \$23.94; 993 at \$23.95; 843 at

\$23.96; 400 at \$23.97; 900 at \$23.98; 921 at \$23.99; 1,067 at \$24.00; 1,633 at \$24.01; 200 at \$24.02; 300 at \$24.03; 100 at \$24.04; 500 at \$24.05; 200 at \$24.06; 100 at \$24.07; 300 at \$24.08; 200 at \$24.09; 500 at \$24.10; 800 at \$24.11; 300 at \$24.12; 200 at \$24.13; and 200 at \$24.16. The weighted average sales price for these transactions was \$23.8872 per share.

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

4. The sales were effected in multiple transactions, at varying prices, on May 4, 2006, as follows and as described in Footnote 5 below: 100 shares at \$24.20; 500 at \$24.23; 200 at \$24.24; 899 at \$24.25; 13 at \$24.26; 201 at \$24.27; 200 at \$24.28; 200 at \$24.29; 100 at \$24.30; 387 at \$24.32; 400 at \$24.33; 100 at \$24.36; 199 at \$24.38; 200 at \$24.39; 300 at \$24.40; 800 at \$24.41; 100 at \$24.42; 700 at \$24.44; 190 at \$24.45; 290 at \$24.46; 792 at \$24.47; 1,000 at \$24.48; 1,700 at \$24.49; 1,108 at \$24.50; 800 at \$24.51; 1,100 at \$24.52; 2,000 at \$24.53; 699 at \$24.54; and 1,100 at \$24.55.

5. This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 600 shares at \$24.56; 1,701 at \$24.57; 2,700 at \$24.58; 2,100 at \$24.59; 700 at \$24.60; 500 at \$24.61; 800 at \$24.62; 1,500 at \$24.63; 300 at \$24.64; 1,500 at \$24.65; 2,300 at \$24.66; 1,200 at \$24.67; 2,500 at \$24.68; 6,500 at \$24.69; 1,000 at \$24.70; 200 at \$24.71; 1,400 at \$24.73; and 500 at \$24.74. The weighted average sales price for these transactions was \$24.5750 per share.

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

**Remarks:**

See Exhibit 99.1 - Joint Filer Information

/s/ Harley M. Smith, Assistant  
Secretary for Emerson Electric Co. 05/05/2006

/s/ Harley M. Smith, Secretary  
for Astec America Inc. 05/05/2006

\*\* 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: 05/03/06  
05/04/06

Signature: /s/ Harley M. Smith  
By: Harley M. Smith, Assistant Secretary  
of Emerson Electric Co.

Signature: /s/ Harley M. Smith  
By: Harley M. Smith, Secretary  
of Astec America Inc.