

**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>08/14/2006</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

**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	08/14/2006		S		45,820	D	\$19.1337 <sup>(1)(2)</sup>	4,662,137	I	Through a subsidiary
Common Stock	08/15/2006		S		71,800	D	\$19.932 <sup>(3)(4)(5)</sup>	4,590,337	I	Through a subsidiary
Common Stock								1,065,182	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					

**Explanation of Responses:**

- The sales were effected in multiple transactions, at varying prices, on August 14, 2006, as follows and as described in Footnote 2 below: 12,700 shares at \$19.00; 1,500 at \$19.01; 1,200 at \$19.02; 900 at \$19.03; 500 at \$19.04; 800 at \$19.05; 900 at \$19.06; 1,600 at \$19.07; 1,300 at \$19.08; 1,500 at \$19.09; 1,900 at \$19.10; 1,000 at \$19.11; 1,200 at \$19.12; 600 at \$19.13; 800 at \$19.14; 1,000 at \$19.15; 300 at \$19.16; 600 at \$19.17; 300 at \$19.18; 700 at \$19.19; 300 at \$19.20; 400 at \$19.21; 400 at \$19.22; 806 at \$19.23; and 887 at \$19.24.
- This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 2,107 shares at \$19.25; 800 at \$19.26; 300 at \$19.27; 1,200 at \$19.28; 500 at \$19.29; 246 at \$19.30; 174 at \$19.31; 200 at \$19.32; 422 at \$19.33; 600 at \$19.34; 1,000 at \$19.35; 678 at \$19.36; 300 at \$19.37; 200 at \$19.38; 500 at \$19.39; 1,100 at \$19.40; 300 at \$19.41; 700 at \$19.42; 200 at \$19.44; and 200 at \$19.46. The weighted average sales price for these transactions was \$19.1337 per share.
- The sales were effected in multiple transactions, at varying prices, on August 15, 2006, as follows and as described in Footnotes 4 and 5 below: 155 shares at \$19.12; 45 at \$19.13; 200 at \$19.15; 100 at \$19.16; 116 at \$19.29; 600 at \$19.37; 400 at \$19.38; 200 at \$19.39; 188 at \$19.40; 200 at \$19.41; 100 at \$19.42; 100 at \$19.43; 200 at \$19.45; 100 at \$19.46; 400 at \$19.47; 100 at \$19.48; 600 at \$19.49; 300 at \$19.50; 400 at \$19.51; 400 at \$19.52; 100 at \$19.53; 600 at \$19.54; 200 at \$19.55; 400 at \$19.56; 200 at \$19.59; and 100 at \$19.62.
- This footnote sets forth additional detail with respect to the transactions described in Footnote 3, as follows: 200 shares at \$19.64; 200 at \$19.67; 200 at \$19.68; 500 at \$19.69; 700 at \$19.70; 100 at \$19.71; 700 at \$19.72; 400 at \$19.73; 300 at \$19.74; 200 at \$19.75; 200 at \$19.76; 200 at \$19.77; 800 at \$19.78; 800 at \$19.79; 400 at \$19.80; 900 at \$19.81; 300 at \$19.82; 1,000 at \$19.83; 800 at \$19.84; 955 at \$19.85; 2,400 at \$19.86; 1,300 at \$19.87; 1,926 at \$19.88; 2,300 at \$19.89; and 3,900 at \$19.90.
- This footnote sets forth additional detail with respect to the transactions described in Footnotes 3 and 4, as follows: 3,850 shares at \$19.91; 1,683 at \$19.92; 2,117 at \$19.93; 2,248 at \$19.94; 4,291 at \$19.95; 2,952 at \$19.96; 1,909 at \$19.97; 400 at \$19.98; 200 at \$19.99; 677 at \$20.00; 1,088 at \$20.01; 700 at \$20.02; 200 at \$20.03; 1,000 at \$20.04; 400 at \$20.05; 1,000 at \$20.06; 1,000 at \$20.07; 300 at \$20.08; 200 at \$20.09; 500 at \$20.10; 400 at \$20.11; 100 at \$20.12; 259 at \$20.14; 2,041 at \$20.15; 900 at \$20.16; 1,900 at \$20.17; 2,600 at \$20.18; 3,300 at \$20.19; 2,300 at \$20.20; 200 at \$20.21; 200 at \$20.22; 600 at \$20.23; and 2,100 at \$20.24. The weighted average sales price for these transactions was \$19.932 per share.

/s/ Timothy G. Westman,  
Assistant Secretary

08/16/2006

\*\* 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.

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