

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): January 25, 2005

MKS Instruments, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

0-23621

04-2277512

(State or other jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

90 Industrial Way, Wilmington, Massachusetts

01887

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (978) 284-4000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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 240.13e4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On January 25, 2005, the Compensation Committee of the Board of Directors of MKS Instruments, Inc. ("MKS") approved the 2005 Management Incentive Program (the "Program"). Pursuant to the terms of the Program, certain executive officers of MKS are eligible to receive a cash bonus, calculated based on a specified percentage of their respective 2005 base salary, upon achievement of identified MKS' internal pro forma pre-tax earnings per share for the year ending December 31, 2005.

A copy of the Program is attached as Exhibit 10.1 to this Current Report on Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

Exhibit	Description
- - - - -	- - - - -

10.1	2005 Management Incentive Bonus Program of MKS Instruments, Inc.
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SIGNATURE

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.

Date: January 27, 2005

MKS Instruments, Inc.

By: /s/ Ronald C. Weigner

Ronald C. Weigner,
Vice President & Chief Financial
Officer

Confidential Materials omitted and filed separately with the Securities and Exchange Commission. Asterisks denote omissions.

PERSONAL AND CONFIDENTIAL

2005 MKS MANAGEMENT INCENTIVE PROGRAM
 [FORM OF]
 PRO FORMA PRE-TAX EARNINGS PER SHARE (EPS) TABLE

(JANUARY 1 - DECEMBER 31)

YOUR TARGET BONUS UNDER THE 2005 MKS MANAGEMENT INCENTIVE PLAN IS ___%(1) OF YOUR BASE EARNINGS. THE PAYOUT OF YOUR BONUS WILL BE ACHIEVED ACCORDING TO THE SCHEDULE SHOWN IN THE CHART BELOW. FOR EXAMPLE, YOU WILL RECEIVE 50% OF YOUR TARGET BONUS IF OUR PRO FORMA PRE-TAX EPS REACHES \$**, AND 100% OF YOUR TARGET BONUS IF OUR PRO FORMA PRE-TAX EPS REACHES \$**. AT A PRO FORMA PRE-TAX EPS OF \$** OR MORE, YOU WOULD RECEIVE 200% OF YOUR TARGET BONUS, WHICH WOULD RESULT IN THE PAYMENT OF A BONUS EQUAL TO ___%(2) OF YOUR 2005 BASE MKS EARNINGS.

Pro forma Pre-Tax EPS	% of Target Bonus Earned
<=\$**	0.0%
\$**	15.0%
\$**	25.0%
\$**	35.0%
\$**	50.0%
\$**	60.0%
\$**	75.0%
\$**	85.0%
\$**	100.0%
\$**	125.0%
\$**	150.0%
\$**	175.0%
>=\$**	200%

- (1) Target bonus for John Bertucci is 75% of base earnings; for Leo Berlinghieri it is 60% of base earnings; for Jerry Colella and John A. Smith it is 50% of base earnings; for Robert Klimm, Ronald Weigner, William Stewart it is 40% of base earnings.
- (2) This number is double the number set forth in the paragraph above with respect to each of the executive officers.

THIS INFORMATION IS EXTREMELY CONFIDENTIAL AND SHOULD BE TREATED AS SUCH. YOU SHOULD NOT DIVULGE THIS INFORMATION INSIDE OR OUTSIDE OF MKS INSTRUMENTS, INC.