

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>BAGSHAW SETH H</b> _____ (Last) (First) (Middle) <b>C/O MKS 2 TECH DRIVE, SUITE 201</b> _____ (Street) <b>ANDOVER MA 01810</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>MKS INSTRUMENTS INC [ MKSI ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Vice President, CFO, Treasurer</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>02/17/2015</b>			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		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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			

**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						Title
Restricted Stock Unit	(1)	02/17/2015		A		19,148,936		(2)	(2)	Common Stock	19,148,936	(1)	45,282.195	D	
Restricted Stock Unit	(1)	02/17/2015		A		11,347,518		(3)	(3)	Common Stock	11,347,518	(1)	29,506.151	D	

**Explanation of Responses:**

- Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.
- These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal annual installments commencing on the first anniversary of the grant date, with the exception of RSUs granted on or after February 15, 2015, in which case, the annual vesting date shall be (i) February 15th or (ii) the next business day if February 15th is not a business day.
- These RSUs vest in three equal annual installments commencing on the first anniversary of the grant date, with the exception of RSUs granted on or after February 15, 2015, in which case, the annual vesting date shall be (i) February 15th or (ii) the next business day if February 15th is not a business day.

/s/Renee M. Donlan POA 02/19/2015

\*\* 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.