
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):

February 12, 2010

MKS Instruments, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

000-23621

04-2277512

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

2 Tech Drive, Suite 201, Andover, Massachusetts

01810

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

978-645-5500

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On February 7, 2010, the Compensation Committee of the Board of Directors of MKS Instruments, Inc. (the "Company") approved the 2010 base salaries of, and the Company's 2010 Management Incentive Bonus Plan for, the Company's named executive officers. The Summary of 2010 Salaries of Named Executive Officers is attached as Exhibit 99.1 to this Current Report on Form 8-K. A Summary of the 2010 Management Incentive Bonus Plan is attached as Exhibit 99.2 to this Current Report on Form 8-K.

On February 8, 2010, the Board of Directors approved changes to the automatic grant program of RSUs to non-employee directors, under the Company's 2004 Stock Incentive Plan. The changes provide that initial RSU grants to new directors will be in the amount of 7,500 shares, and annual grants of RSUs to incumbent non-employee directors will be in the amount of 6,000 shares, in each case subject to vesting. The Summary of the Equity Compensation for Non-Employee Directors is attached as Exhibit 99.3 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Summary of 2010 Salaries of Named Executive Officers

99.2 Summary of 2010 Management Incentive Bonus Plan for Named Executive Officers

99.3 Summary of Equity Compensation for Non-Employee Directors

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.

February 12, 2010

By: */s/ Ronald C. Weigner*

Name: Ronald C. Weigner

Title: Vice President of Finance & Treasurer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Summary of 2010 Salaries of Named Executive Officers
99.2	Summary of 2010 Management Incentive Bonus Plan for Named Executive Officers
99.3	Summary of Equity Compensation for Non-Employee Directors

Summary of 2010 Salaries of Named Executive Officers*

Executive Officer	Annual Salary
Leo Berlinghieri, Chief Executive Officer and President	\$575,000
Seth H. Bagshaw, Vice President and Chief Financial Officer	\$275,000
Gerald G. Colella, Vice President, Chief Operating Officer and Acting Group VP, PRG Products	\$400,000
John T.C. Lee, Group Vice President CIT Products	\$300,000
John A. Smith, Vice President and Chief Technology Officer	\$295,000
Ronald C. Weigner, Vice President of Finance and Treasurer	\$275,000

*Includes Seth H. Bagshaw, who became Chief Financial Officer on January 1, 2010

Summary of MKS Instruments, Inc.'s 2010 Management Incentive Bonus

The 2010 Management Incentive Bonus Plan is based on 2010 corporate pro-forma pre-tax operating income targets. In 2010, the plan will have two parts – an annual component and a mid-year component.

Annual Component

The annual bonus plan formula is calculated as follows:

Base Salary x Individual Incentive Target x Annual Corporate Performance Multiplier

The “Annual Corporate Performance Multiplier” ranges from 0% to 200%, depending upon achievement of the annual corporate goal. Accordingly, the maximum payout possible for each of the participants with respect to the annual component is 200% of his respective Individual Incentive Target set forth below and the minimum payout is zero, with incremental payouts for performance between these levels.

The following chart summarizes the Individual Incentive Targets for each of the Company’s “named executive officers” under the rules of the Securities and Exchange Commission, plus Seth H. Bagshaw, who became our Chief Financial Officer on January 1, 2010.

Participant	Individual Incentive Target (% of annual base earnings)
Leo Berlinghieri, Chief Executive Officer and President	100%
Seth H. Bagshaw, Vice President and Chief Financial Officer	50%
Gerald G. Colella, Vice President, Chief Operating Officer and Acting Group VP, PRG Products	70%
John T.C. Lee, Group Vice President CIT Products	55%
John A. Smith, Vice President and Chief Technology Officer	50%
Ronald C. Weigner, Vice President of Finance and Treasurer	50%

Mid-Year Component

In 2010, the Company will also have a mid-year bonus plan, which relates to the Company’s achievement of the specified mid-year corporate goals in the first six months of 2010. The mid-year bonus plan formula is calculated as follows:

Base Salary x Individual Incentive Target x Six-Month Corporate Performance Multiplier

The “Mid-Year Corporate Performance Multiplier” ranges from 0% to 30%, depending upon achievement of the mid-year corporate goal. Accordingly, with respect to the mid-year component, the maximum payout possible for each of the participants is 30% of his respective Individual Incentive Target set forth above and the minimum payout is zero, with incremental payouts for performance between these levels.

Equity Compensation for Non-Employee Directors

Non-employee directors of MKS Instruments, Inc. participate in our 2004 Stock Incentive Plan, which is administered by the Board of Directors. Effective as of February 8, 2010, non-employee directors receive automatic grants of RSUs as follows:

<u>Type of Award</u>	<u>Date of Award</u>	<u>Number of RSUs</u>	<u>Vesting Schedule</u>
Initial Award	Date of initial election to Board	7,500	Vests in 12 equal quarterly installments over a three year period
Annual*	Date of each Annual Meeting of Shareholders	6,000	Fully vests on the day prior to the 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)

* Non-employee directors are eligible to receive annual awards if the non-employee director has been in office for at least six months prior to the date of the respective annual meeting of shareholders.