
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 23, 2007

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.)

90 Industrial Way, Wilmington, Massachusetts

01887

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

978-284-4000

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.

On February 23, 2007, the Registrant's Compensation Committee approved the Registrant's 2007 Management Incentive Bonus Plan (the "Bonus Plan"). The Bonus Plan provides that the executive officers of MKS are eligible to receive a cash bonus, calculated based on a specified percentage of their respective 2007 base salary (equal to 100% for Leo Berlinghieri and ranging from 45% to 60% for other executives), upon achievement of identified MKS internal pro forma pre-tax earnings per share for the year ending December 31, 2007, and, in some instances, also partly upon individualized financial objectives. A copy of the Bonus Plan is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 2007 Management Incentive Bonus Plan

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 23, 2007

By: *Ronald C. Weigner*

Name: Ronald C. Weigner

Title: VP & Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	2007 Management Incentive Bonus Plan (Confidential treatment requested as to certain portions, which portions have been omitted and filed separately with the Securities and Exchange Commission.)

Summary of MKS Instruments, Inc.'s 2007 Management Incentive Bonus

The 2007 Management Incentive Bonus Plan consists of a Corporate Bonus, which is based on a 2007 corporate pro-forma pre-tax EPS target, and, for some participants, a Product Group Bonus, which is based on the 2007 earnings targets of certain respective product groups. With respect to Leo Berlinghieri, Jerry Colella, John Smith and Ron Weigner, the 2007 Management Incentive Plan consists solely of the Corporate Bonus. With respect to Ron Hadar, Robert Klimm, Frank Schneider and William Stewart, the 2007 Management Incentive Plan consists of the Corporate Bonus and the Product Group Bonus.

The following chart summarizes the individual target bonuses for each of the participants.

Participant	Individual Target Bonus (% of annual base earnings)
Leo Berlinghieri	100%
Jerry Colella	60%
John Smith	50%
Ron Weigner	45%
Ron Hadar and 30% is Product Group Bonus)	50% (of which 70% is Corporate Bonus and 30% is Product Group Bonus)
Robert Klimm and 30% is Product Group Bonus)	50% (of which 70% is Corporate Bonus and 30% is Product Group Bonus)
Frank Schneider and 30% is Product Group Bonus)	45% (of which 70% is Corporate Bonus and 30% is Product Group Bonus)
William Stewart and 30% is Product Group Bonus)	50% (of which 70% is Corporate Bonus and 30% is Product Group Bonus)

Copies of the 2007 Corporate Bonus Plan and 2007 Group Bonus Plans are below.

[mks logo]

2007 Corporate Bonus Plan Pro forma Pre-Tax Earnings Per Share (EPS) Table (January 1 – December 31)

The payout of your corporate bonus will be achieved according to the schedule shown in the chart below. For example, you will receive 60% of your target corporate bonus if our Pro forma Pre-Tax EPS reaches \$**, and 100% of your target corporate 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 corporate bonus.

Pro forma Pre-Tax EPS	% of Target Bonus Earned
<\$**	0.0%
\$**	20.0%
\$**	40.0%
\$**	60.0%
\$**	80.0%
\$**	100.0%
\$**	125.0%
\$**	140.0%
\$**	180.0%
>=\$**	200.0%

This information is **extremely confidential** and should be treated as such. You should not divulge this information **inside or outside** of MKS Instruments, Inc.

PERSONAL AND CONFIDENTIAL

[mks logo]

2007 [Applicable] ¹ Group Bonus Plan

The payout of your ***product group bonus*** will be calculated based upon actual [applicable] Product Group earnings for 2007. The chart below shows the correlation between actual [applicable product group] earnings and your bonus payout. For example, you will receive 60% of your target ***product group bonus*** if the [applicable] Product Group earns \$** million in 2007 and 100% of your target ***product group bonus*** if the group earns \$** million. If the group earns \$** million or more you would receive 200% of your target ***product group bonus***.

[applicable] product group group earnings (\$mm)	Percent of [applicable] product
	bonus paid
<\$**	0.0%
\$**	20.0%
\$**	40.0%
\$**	60.0%
\$**	80.0%
\$**	100.0%
\$**	125.0%
\$**	140.0%
\$**	180.0%
>=\$**	200.0%

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¹ The Group Bonus Plan portion of the 2007 Management Incentive Bonus Plan relates only to Ron Hadar (CIT products), Bob Klimm (ASTeX products), Frank Schneider (Ion products) and Bill Stewart (vacuum products)