

---

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):

March 10, 2008

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))
-

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

(e) On March 10, 2008, the Compensation Committee of the Board of Directors of MKS Instruments, Inc. (the "Company") approved the 2008 compensatory arrangements for the Company's executive officers, including base salary levels and the Company's 2008 Management Incentive Bonus Plan.

The Summary of 2008 Compensatory Arrangements with Executive Officers is attached as Exhibit 99.1 to this Current Report on Form 8-K. A Summary of the 2008 Management Incentive Bonus Plan is attached as Exhibit 99.2 to this Current Report on Form 8-K. The full text of the 2008 Management Incentive Bonus Plan will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending March 31, 2008.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Summary of 2008 Compensatory Arrangements with Executive Officers

99.2 Summary of 2008 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.

*March 10, 2008*

By: */s/ Ronald C. Weigner*

---

*Name: Ronald C. Weigner  
Title: Vice President & CFO*

---

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Summary of 2008 Compensatory Arrangements with Executive Officers
99.2	Summary of MKS Instruments, Inc.'s 2008 Management Incentive Bonus Plan

**Summary of 2008 Compensatory Arrangements with Executive Officers\***

<b>Executive Officer</b>	<b>Annual Salary</b>
Leo Berlinghieri, Chief Executive Officer and President	\$530,000
Gerald G. Colella, Vice President, Chief Business Officer and Acting Group VP, PRG Products	\$365,000
John T.C. Lee, Group VP CIT and Ion Systems Products	\$275,000
Frank Schneider, Vice President & General Manager, Ion Systems	\$242,050
John A. Smith, Vice President and Chief Technology Officer	\$295,000
William D. Stewart, Vice President & General Manager, Vacuum Products Group	\$260,000
Ronald C. Weigner, Vice President and Chief Financial Officer	\$275,000

\* Mr. Schneider was an executive officer of MKS Instruments, Inc. (the "Company") during the year ended December 31, 2007 and constitutes a "named executive officer" under the rules of the Securities and Exchange Commission. Mr. Schneider is no longer an executive officer of the Company.

## Summary of MKS Instruments, Inc.'s 2008 Management Incentive Bonus

The 2008 Management Incentive Bonus Plan consists of a Corporate Bonus, which is based on a 2008 corporate pro-forma pre-tax operating income target, and, for some participants, a Product Group Bonus, which is based on the 2008 earnings targets of certain respective product groups. With respect to Leo Berlinghieri, Jerry Colella, John Smith and Ron Weigner, the 2008 Management Incentive Plan consists solely of the Corporate Bonus. With respect to John Lee, Frank Schneider and William Stewart, the 2008 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 Company's executive officers, plus Frank Schneider, who was an executive officer during the year ended December 31, 2007 and constitutes a "named executive officer" under the rules of the Securities and Exchange Commission. Mr. Schneider is no longer an executive officer of the Company.

Participant	Individual Incentive Target (% of annual base earnings)
Leo Berlinghieri	100%
Jerry Colella	65%
John Smith	50%
Ron Weigner	50%
John Lee and 30% is Product Group Bonus)	55% (of which 70% is Corporate Bonus
Frank Schneider and 30% is Product Group Bonus)	35% (of which 70% is Corporate Bonus
William Stewart and 30% is Product Group Bonus)	50% (of which 70% is Corporate Bonus

The corporate element of the bonus plan formula is calculated as follows:

Base Salary x Individual Incentive Target x Corporate Performance Multiplier

The product group element of the bonus plan formula is calculated as follows:

Base Salary x Individual Incentive Target x Product Group Performance Multiplier

Each of the "Corporate Performance Multiplier" and "Product Group Performance Multiplier" ranges from 0% for achievement below a specified minimum corporate or product group goal, respectively, up to 200% for achievement of a maximum corporate or product group goal. Accordingly, the maximum payout possible for each of the above participants is 200% of his Individual Incentive Target and the minimum payout is zero, with incremental payouts for performance between these levels.