FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB ADDDOVAL

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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

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					2. Issuer Name and Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner						
				-								Director Officer (give ti					o Owner er (specif	.		
(Last) 8000 W.	(Fii FLORISSA	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) belo								belo		y					
,				- 4.1	f Amen	dment.	Date o	f Origina	al File	d (Mont	h/Dav	/Year)		6. Ind	dividual o	r Joint/Gro	oup Fili	ina (Chec	k Applical	ble
(Street) ST LOUI	S M	0 6	3136	-		,							Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(City)	(St	ate) (2	Zip)																	
		Tabl	e I - Non-Deriv	/ative	Sec	uritie	s Acc	uired	l, Dis	spose	d of,	, or E	Benefic	ially	y Owne	ed				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Yea	Exe r) if a	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)					or Dispos	Securitie Beneficia Owned F		s ally following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
							Code	v	Amo	unt	(A) oi (D)	r Pri	ce		Reported Transact (Instr. 3 a	ion(s)			(Instr. 4)	
Common	Stock		05/11/2006				S		33,	,403	D	\$2	3.2346 ⁽¹	1)(2)	6,843	3,953	I Through subsidian			
Common	Stock		05/12/2006				S		28,	,562	D	\$2	2.9572 ⁽⁴	4)(5)	6,815	5,391	I Through subsidian			
Common	Stock														1,065	5,182	I) (6)		
		Та	ble II - Derivat (e.g., p												Owned					
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)		Transaction Code (Instr.		- 1	ve (Month		Exercisable and tion Date //Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Ins and 4)		De Se (In	Price of erivative ecurity astr. 5)	vative derivativ irity Securitie		10. Ownersh Form: Direct (D or Indirec (I) (Instr.	Bener Owner t (Instr	lirect ficial ership
				Code	v	(A)		Date Exercis	able	Expirat Date		Title	Amount or Number of Shares							
		Reporting Person*																		

1. Name and Address of Reporting Person* EMERSON ELECTRIC CO									
(Last) 8000 W.	FLORISSA	(First) NT AVE.	(Middle)		_				
(Street)	IS	MO	63136		_				
(City)		(State)	(Zip)						
1. Name and Address of Reporting Person* <u>ASTEC AMERICA INC</u>									
(Last) (First) (Middle) 5810 VAN ALLEN WAY									
(Street)	BAD	CA	92008						
(City)		(State) (Zip)							

Explanation of Responses:

- 2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 800 shares at \$23.16; 400 at \$23.17; 700 at \$23.18; 1,700 at \$23.19; 400 at \$23.20; 100 at \$23.21; 1,194 at \$23.22; 1,400 at \$23.23; 900 at \$23.24; 97 at \$23.25; 50 at \$23.26; 300 at \$23.27; 100 at \$23.28; 600 at \$23.29; 100 at \$23.37; 500 at \$23.38; 100 at \$23.39; 100 at \$23.39; 100 at \$23.42; 400 at \$23.42; 400 at \$23.49; 1,000 at \$23.51; 500 at \$23.51; 500 at \$23.51; 500 at \$23.51; 500 at \$23.51; 200 at \$23.51; 200 at \$23.69; 400 at \$23.69; 400 at \$23.69; 200 at \$23.69; 400 at \$23.79; 200 at \$23.79; 200 at \$23.79; 100 at \$23.79; 100 at \$23.80; 100 at \$23.81; 100 at \$23.8
- 3. The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.
- 4. The sales were effected in multiple transactions, at varying prices, on May 12, 2006, as follows and as described in Footnote 5 below: 400 shares at \$22.68; 200 at \$22.69; 200 at \$22.70; 500 at \$22.71; 200 at \$22.72; 200 at \$22.73; 200 at \$22.82; 200 at \$22.
- 5. This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 500 shares at \$23.01; 500 at \$23.02; 700 at \$23.03; 1,292 at \$23.04; 1,200 at \$23.05; 241 at \$23.06; 900 at \$23.09; 600 at \$23.09; 600 at \$23.10; 445 at \$23.11; 200 at \$23.12; 100 at \$23.13; 95 at \$23.14; 200 at \$23.16; 300 at \$23.17; 200 at \$23.18; 300 at \$23.19; 200 at \$23.20; 473 at \$23.21; and 200 at \$23.23. The weighted average sales price for these transactions was \$22.9572 per share.
- 6. The reported securities are owned directly by Emerson Electric Co.

Remarks:

See Exhibit 99.1 - Joint Filer Information

/s/ Timothy G. Westman,

Assistant Secretary for

05/15/2006

Emerson Electric Co.
/s/ Timothy G. Westman,

Secretary for Astec America 05/15/2006

Inc.

** 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.

Joint Filer Information

Astec America Inc., 5810 Van Allen Way, Carlsbad, California 92008, has designated Emerson Electric Co. as the "Designated Filer" for the purposes of the attached Form 4.

Issuer & Ticker Symbol: MKS Instruments, Inc. (MKSI)

Date of Events Requiring Statement: 05/11/06

05/12/06

Signature: /s/ Timothy G. Westman

By: Timothy G. Westman, Assistant Secretary

of Emerson Electric Co.

Signature: /s/ Timothy G. Westman

By: Timothy G. Westman, Secretary

of Astec America Inc.