

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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* <u>EMERSON ELECTRIC CO</u>  (Last) (First) (Middle) <u>8000 W. FLORISSANT AVE.</u>  (Street) <u>ST LOUIS MO 63136</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MKS INSTRUMENTS INC [ MKSI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/11/2006</u>	
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			
Common Stock	07/11/2006		S		25,000	D	\$19.0371 <sup>(1)</sup>	5,280,005	I	Through a subsidiary.
Common Stock	07/12/2006		S		25,000	D	\$19.3362 <sup>(2)(3)</sup>	5,255,005	I	Through a subsidiary.
Common Stock								1,065,182	D	

**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)		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)					

**Explanation of Responses:**

1. The sales were effected in multiple transactions, at varying prices, on July 11, 2006, as follows: 16,800 shares at \$19.00; 600 at \$19.01; 1,400 at \$19.02; 500 at \$19.03; 600 at \$19.04; 300 at \$19.05; 200 at \$19.06; 300 at \$19.07; 100 at \$19.08; 200 at \$19.09; 703 at \$19.10; 200 at \$19.11; 100 at \$19.12; 200 at \$19.13; 100 at \$19.16; 100 at \$19.18; 1,000 at \$19.21; 197 at \$19.22; 100 at \$19.23; 100 at \$19.25; 800 at \$19.26; and 400 at \$19.27. The weighted average sales price for these transactions was \$19.0371 per share.

2. The sales were effected in multiple transactions, at varying prices, on July 12, 2006, as follows and as described in Footnote 3 below: 400 shares at \$19.14; 100 at \$19.15; 100 at \$19.16; 300 at \$19.17; 600 at \$19.18; 600 at \$19.19; 100 at \$19.20; 500 at \$19.21; 897 at \$19.22; 730 at \$19.23; 1,583 at \$19.24; 200 at \$19.25; 2,200 at \$19.26; 1,009 at \$19.27; 912 at \$19.28; 586 at \$19.29; 713 at \$19.30; 1,180 at \$19.31; 656 at \$19.32; 200 at \$19.33; 400 at \$19.34; 1,094 at \$19.35; 500 at \$19.36; 800 at \$19.37; 300 at \$19.38; 500 at \$19.39; and 1,170 at \$19.40.

3. This footnote sets forth additional detail with respect to the transactions described in Footnote 2 as follows: 730 shares at \$19.41; 600 at \$19.42; 900 at \$19.43; 400 at \$19.44; 200 at \$19.45; 700 at \$19.46; 220 at \$19.47; 400 at \$19.48; 300 at \$19.49; 200 at \$19.51; 300 at \$19.52; 200 at \$19.53; 100 at \$19.54; 400 at \$19.56; 320 at \$19.57; 100 at \$19.58; 100 at \$19.61; and 500 at \$19.63. The weighted average sales price for these transactions was \$19.3362 per share.

/s/ Timothy G. Westman,  
Assistant Secretary

07/13/2006

\*\* 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.