

**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

OMB APPROVAL	
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<b>1. Name and Address of Reporting Person*</b> <u>EMERSON ELECTRIC CO</u>  (Last) (First) (Middle) <u>8000 W. FLORISSANT AVE.</u>  (Street) <u>ST LOUIS MO 63136</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>MKS INSTRUMENTS INC [ MKSI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>09/01/2006</u>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	09/01/2006		S		39,373	D	\$20.9087 <sup>(1)(2)</sup>	3,910,047	I	Through a subsidiary
Common Stock	09/05/2006		S		30,000	D	\$20.9046 <sup>(3)</sup>	3,880,047	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The sales were effected in multiple transactions, at varying prices, on September 1, 2006, as follows and as described in Footnote 2 below: 400 shares at \$20.49; 200 at \$20.50; 100 at \$20.51; 300 at \$20.53; 100 at \$20.54; 400 at \$20.55; 300 at \$20.56; 100 at \$20.59; 300 at \$20.60; 300 at \$20.61; 200 at \$20.63; 400 at \$20.64; 100 at \$20.65; 100 at \$20.66; 100 at \$20.67; 300 at \$20.68; 200 at \$20.70; 100 at \$20.71; 100 at \$20.72; 600 at \$20.74; 200 at \$20.75; 300 at \$20.76; 400 at \$20.77; 100 at \$20.78; 400 at \$20.79; and 100 at \$20.80.
- This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 300 shares at \$20.83; 300 at \$20.84; 200 at \$20.85; 900 at \$20.86; 200 at \$20.87; 300 at \$20.88; 868 at \$20.89; 3,100 at \$20.90; 1,500 at \$20.91; 1,211 at \$20.92; 3,000 at \$20.93; 900 at \$20.94; 3,967 at \$20.95; 2,600 at \$20.96; 2,433 at \$20.97; 1,082 at \$20.98; 1,300 at \$20.99; 2,500 at \$21.00; 712 at \$21.01; 1,100 at \$21.02; 3,000 at \$21.03; 1,400 at \$21.04; 100 at \$21.05; and 200 at \$21.06. The weighted average sales price for these transactions was \$20.9087 per share.
- The sales were effected in multiple transactions, at varying prices, on September 5, 2006, as follows: 26 shares at \$20.75; 274 at \$20.76; 600 at \$20.77; 1,200 at \$20.78; 100 at \$20.79; 1,099 at \$20.80; 2,601 at \$20.81; 3,100 at \$20.82; 400 at \$20.83; 1,200 at \$20.84; 1,299 at \$20.85; 1,126 at \$20.86; 1,100 at \$20.87; 300 at \$20.88; 575 at \$20.89; 200 at \$20.90; 100 at \$20.91; 261 at \$20.92; 700 at \$20.93; 752 at \$20.94; 200 at \$20.95; 1,545 at \$20.96; 3,504 at \$20.97; 1,100 at \$20.98; 1,962 at \$20.99; 1,690 at \$21.00; 266 at \$21.01; 400 at \$21.02; 352 at \$21.03; 800 at \$21.04; 300 at \$21.05; 500 at \$21.06; and 368 at \$21.07. The weighted average sales price for these transactions was \$20.9046 per share.

/s/ Timothy G. Westman,  
Assistant Secretary

09/06/2006

\*\* 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.

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