FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i>
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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								
OMB Number: 3235-0287								
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Estimated average burden	
nours per response:	0.5

	ess of Reporting Pers		2. Issuer Name and Ticker or Trading Symbol <u>MKS INSTRUMENTS INC</u> [MKSI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner
(Last) (First) (Middle) 8000 W. FLORISSANT AVE. (Street) ST LOUIS MO 63136 (City) (State) (Zip)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2006	Officer (give title Other (specify below) below)
			4. If Amendment, Date of Original Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) X 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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock	08/10/2006		S		43,323	D	\$19.3927(1)(2)	4,720,040	Ι	Through a subsidiary	
Common Stock	08/11/2006		S		12,083	D	\$19.1789 ⁽³⁾	4,707,957	Ι	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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed	6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date		iration Date Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Securities Underlying (Instr. 5) Derivative Security (Instr. 3 and 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Expiration Exercisable Date		Title	Amount or Number of Shares						

Explanation of Responses:

1. The sales were effected in multiple transactions, at varying prices, on August 10, 2006, as follows and as described in Footnote 2 below: 301 shares at \$19.08; 100 at \$19.09; 99 at \$19.10; 100 at \$19.13; 200 at \$19.20; 100 at \$19.21; 100 at \$19.22; 100 at \$19.23; 100 at \$19.25; 500 at \$19.27; 3,300 at \$19.30; 2,900 at \$19.31; 3,200 at \$19.32; 1,928 at \$19.33; 2,473 at \$19.34; 847 at \$19.35; 2,577 at \$19.36; 2,975 at \$19.37; 2,200 at \$19.38; 2,300 at \$19.39; 500 at \$19.40; 2,300 at \$19.41; 1,152 at \$19.42; 1,351 at \$19.43; and 950 at \$19.44.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 1,200 shares at \$19.45; 800 at \$19.46; 700 at \$19.47; 400 at \$19.48; 300 at \$19.49; 913 at \$19.50; 845 at \$19.52; 500 at \$19.53; 900 at \$19.54; 800 at \$19.55; 100 at \$19.56; 700 at \$19.57; 1,000 at \$19.58; 600 at \$19.59; 400 at \$19.60; 200 at \$19.63; and 312 at \$19.64. The weighted average sales price for these transactions was \$19.3927 per share.

3. The sales were effected in multiple transactions, at varying prices, on August 11, 2006, as follows: 1,700 shares at \$19.00; 800 at \$19.01; 100 at \$19.02; 103 at \$19.03; 226 at \$19.04; 200 at \$19.08; 400 at 19.10; 194 at \$19.11; 144 at \$19.12; 100 at \$19.13; 456 at \$19.14; 110 at \$19.15; 300 at \$19.16; 100 at \$19.17; 300 at \$19.19; 100 at \$19.22; 100 at \$19.22; 400 at \$19.22; 100 at \$19.22; transactions was \$19.1789 per share.

<u>/s/ Timothy G. Westman,</u>	
Assistant Secretary	

** Signature of Reporting Person Date

08/14/2006

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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