

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

FORM 3

OMB APPROVAL
OMB NUMBER: 3235-0104
Expires: December 31, 2001
Estimated average burden
hours per response.....0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Emerson Electric Co.(1)

(Last) (First) (Middle)

8000 W. Florissant Avenue

(Street)

St. Louis MO 63136

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

01/31/02

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

MKS Instruments, Inc. (MKSI)

5. Relationship of Reporting Person to Issuer (Check all applicable)

Director X 10% Owner

Officer (give title below) Other (specify below)

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

X Form filed by More than One Reporting Person

Table I Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I)(Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,036,611	D	
Common Stock	8,963,389	I(2)	Through a Subsidiary

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Table II Derivative Securities Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/ Year) ----- Date Exer- Expira- cisable tion Date	3. Title and Amount of Securities Underlying Derivative Securities (Instr. 4) ----- Title Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	---	--	---	---

Explanation of Responses:

- (1) Please see attached Joint Filer Information.
- (2) The reported securities are owned directly by Astec America, Inc. The Reporting Person is the ultimate parent company of Astec America, Inc.

/s/ Harley M. Smith

 **Signature of Reporting Person

By: Harley M. Smith, Assistant Secretary

/s/ David C. Moon

 **Signature of Reporting Person

By: David C. Moon, as Vice President of Astec America, Inc.

02/07/02

 Date

**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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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 3.

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

Date of Event Requiring Statement: 01/31/02

Signature: /s/ Harley M. Smith

By: Harley M. Smith, Assistant Secretary of
Emerson Electric Co.

Signature: /s/ David C. Moon

By: David C. Moon, as Vice President of Astec America, Inc.