FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								

0.5

hours per response:

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

				2 100													
	1. Name and Address of Reporting Person* SMITH DONALD K				2. Issuer Name and Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]								heck all ap Dire	pplicable) ector	g Person(s) to Is	Owner	
(Last) (First) (Middle) SIX SHATTUCK ROAD					3. Date of Earliest Transaction (Month/Day/Year) 12/03/2003										officer (give title Other (selow) V.P. & CTO		
k MA)1810244 Zip)	49	4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								ne) X For For	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Tabl	e I - No	n-Deriva	ative	Sec	uritie	s Acc	uired,	Dis	posed o	f, or	Bene	eficia	lly Own	ed		
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day)					Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4)				d 5) Secu Bene	ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
						Code	v	Amount		() or ()	Price	Trans	saction(s) : 3 and 4)		(11150.4)		
Common 12/03/2				2003			A		493		A ⁽¹⁾	\$16 .	49	3,381	D		
	Та													Owned	i		
Derivative Conversion Date		Execution if any	n Date,	ransaction Code (Instr.		n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)		e ar)	Amount of Securities Underlying Derivative Security (Instr. and 4)		str. 3	Derivative	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
onv Exice	ercise of ative	yersion Date (Month/Day/Year) e active	version Date Execution Execution (Month/Day/Year) (Month/D	(e.g., pu	(e.g., puts, carrier (e.g., puts), carrier ((e.g., puts, calls, arransaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (e.g., puts, calls, 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(e.g., puts, calls, warrangersion Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(e.g., puts, calls, warrants, rersion Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction 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)	(e.g., puts, calls, warrants, option (ersion Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) Date	(e.g., puts, calls, warrants, options, correspondences of the corres	(e.g., puts, calls, warrants, options, convertibe rersion pate (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration	(e.g., puts, calls, warrants, options, convertible set of the control of the cont	(e.g., puts, calls, warrants, options, convertible securit a. Transaction Date (Month/Day/Year) (Month/Day/Year) artive irity (month/Day/Year) (month/Da	(e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) artive inity (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Execution Date, if any (Month/Day/Year)) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities (Month/Day/Year) Code (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities (Month/Day/Year) Or (D) (Instr. 3, 4 and 5) Amount or Number of	(e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) artive inity (e.g., puts, calls, warrants, options, convertible securities) 5. Number of Execution Date (Month/Day/Year) (Portivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration Date (Month/Day/Year) Amount or Number of Derivative Security (Instr. 3) Amount or Number of Once (Instr. 4) Amount or Number of Once (Instr. 5)	3. Transaction Date (Month/Day/Year) Date (Month/Day/Year) Month/Day/Year) 3. Transaction Date (Month/Day/Year) Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Expiration Date (Month/Day/Year) Code (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) Securities (Month/Day/Year) Derivative Securities (Instr. 3) Amount or Number of Derivative Securities (Instr. 4) Amount or Number of Derivative Securities (Instr. 4)	(e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Execution Date (Month/Day/Year)) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Expiration Date (Month/Day/Year) Code (Instr. 8) 5. Number of Expiration Date (Month/Day/Year) Code (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) Securities Underlying Derivative Securities Underlying Porrivative Security (Instr. 3) Amount or Number of Derivative Securities (Instr. 4) (Instr. 4) Amount or Number of Derivative Securities (Instr. 4) Instr. 4)

Explanation of Responses:

1. Voluntary filing for shares acquired through Employee Stock Purchase Plan.

By: Joseph M.Tocci / POA 12/12/2003

** 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.

(A) (D)