SEC Form 4	
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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).
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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								
Estimated average b	urden								
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h	ours	0.5		
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1. Name and Address of Reporting Person* <u>EMERSON ELECTRIC CO</u>					2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) MKS INSTRUMENTS INC [MKSI] Director X 10% Owner																
(Last) (First) (Middle) 8000 W. FLORISSANT AVE. (Street) ST LOUIS MO 63136						3. Date of Earliest Transaction (Month/Day/Year) 05/24/2006									Officer (give title Other (specify below) below)						
														6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(City)	(51		Zip) e I - Non-Deri	vativ		curiti			d Di	snose	ad of	or Ben	eficial								
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	2/ Ex ur) if	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Trans Code	Transaction Code (Instr.		4. Securities Acquired (A) or Disp Of (D) (Instr. 3, 4 and 5)				5. Amou Securiti Benefici Owned	int of es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
							Code	v	Amo	ount	(A) or (D)	Price		Reporte Transac (Instr. 3	tion(s)			(Instr. 4)			
Common	Stock		05/24/2006				S		24	24,479	D	\$20.1959(1)(2)) 6,526,910		Ι		Through a subsidiary ⁽³⁾			
Common Stock			05/25/2006				s		37	,562	D	D \$20.1592)(5) 6,489,348		Ι		Through a subsidiary ⁽³⁾			
Common	Stock													1,06	5,182		D ⁽⁶⁾				
		Ta	ble II - Deriva (e.g., p											Owned							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any		Transaction Code (Instr. 8)		of Ex		6. Date Exercisable and Expiration Date (Month/Day/Year)		A S U D S	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		B. Price of Derivative Security Instr. 5)	9. Numb derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4)	e s ally g	10. Ownersl Form: Direct (I or Indire (I) (Instr.	Beneficial O) Ownership ect (Instr. 4)			
				Code	e V	(A)	(D)	Date Exerci	sable	Expira Date		or Nu of	nount mber ares								
		Reporting Person*		,			· · · · ·			*	,				*		7				
(Last) 8000 W.	FLORISSA	(First) NT AVE.	(Middle)																		
(Street) ST LOUI	IS	МО	63136																		
(City)		(State)	(Zip)																		
	nd Address of	Reporting Person [*]																			
(Last) 5810 VA	N ALLEN	(First) WAY	(Middle)																		
(Street) CARLSE	BAD	СА	92008																		

Explanation of Responses:

(State)

(Zip)

(City)

1. The sales were effected in multiple transactions, at varying prices, on May 24, 2006, as follows and as described in Footnote 2 below: 2,600 shares at \$20.00; 300 at \$20.01; 900 at \$20.02; 990 at \$20.03; 700 at \$20.04; 210 at \$20.05; 400 at \$20.06; 500 at \$20.07; 300 at \$20.09; 694 at \$20.10; 900 at \$20.11; 800 at \$20.13; 1,200 at \$20.14; 600 at \$20.15; 500 at \$20.16; 400 at \$20.17; 600 at \$20.18; 500 at \$20.19; 800 at \$20.20; 400 at \$20.20; 400 at \$20.22; 500 at \$20.23; 1,200 at \$20.24; 300 at \$20.25; 700 at \$20.26; 600 at \$20.27; 100 at \$20.28; 300 at \$20.29; and 600 at \$20.30.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 300 shares at \$20.31; 400 at \$20.32; 700 at \$20.33; 100 at \$20.36; 200 at \$20.37;

1,200 at \$20.38; 300 at \$20.39; 200 at \$20.41; 110 at \$20.42; 200 at \$20.43; 100 at \$20.44; 200 at \$20.45; 200 at \$20.46; 100 at \$20.47; 200 at \$20.48; 100 at \$20.49; 175 at \$20.51; 100 at \$20.52; 200 at \$20.54; 200 at \$20.55; 200 at \$20.55; 200 at \$20.56; and 100 at \$20.59. The weighted average sales price for these transactions was \$20.1959 per share.

3. The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.

4. The sales were effected in multiple transactions, at varying prices, on May 25, 2006, as follows and as described in Footnote 5 below: 5,200 shares at \$20.00; 1,400 at \$20.01; 500 at \$20.02; 600 at \$20.03; 500 at \$20.04; 1,200 at \$20.05; 1,000 at \$20.05; 1,000 at \$20.07; 1,000 at \$20.08; 1,000 at \$20.09; 1,400 at \$20.10; 500 at \$20.11; 1,000 at \$20.12; 780 at \$20.13; 1,000 at \$20.14; 820 at \$20.15; 1,000 at \$20.15; 1,000 at \$20.15; 1,000 at \$20.20; 400 at \$20.22; 1,900 at \$20.22; 1,900 at \$20.24; 1,300 at \$20.25; 1,400 at \$20.26; 700 at \$20.27; 500 at \$20.28; 800 at \$20.29; and 536 at \$20.30.

5. This footnote sets forth additional detail with respect to the transactions described in Footnote 4 as follows: 426 shares at \$20.31; 800 at \$20.32; 100 at \$20.34; 300 at \$20.35; 300 at \$20.35; 300 at \$20.36; 1,200 at \$20.37; 100 at \$20.38; 300 at \$20.39; 100 at \$20.40; 200 at \$20.41; 100 at \$20.45; 100 at \$20.46; 100 at \$20.49; and 200 at \$20.50. The weighted average sales price for these transactions was \$20.1592 per share.

6. The reported securities are owned directly by Emerson Electric Co.

Remarks:

See Exhibit 99.1 - Joint Filer Information

<u>/s/ Timothy G. Westman,</u> <u>Assistant Secretary for</u> <u>Emerson Electric Co.</u>

<u>/s/ Timothy G. Westman,</u> <u>Secretary for Astec America</u>

Inc.

05/26/2006

05/26/2006

** 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.

Exhibit 99.1

Joint Filer Information

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 4.

Issuer & Ticker Symbol:

Date of Events Requiring Statement:

MKS Instruments, Inc. (MKSI) 05/24/06 05/25/06

Signature:

/s/ Timothy G. Westman

By:

Timothy G. Westman, Assistant Secretary of Emerson Electric Co.

Signature:

/s/ Timothy G. Westman By: Timothy G

Timothy G. Westman, Secretary of Astec America Inc.