

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>EMERSON ELECTRIC CO</u>  (Last) (First) (Middle) 8000 W. FLORISSANT AVE.  (Street) ST LOUIS MO 63136  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MKS INSTRUMENTS INC [ MKSI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/19/2006	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/19/2006		s		25,000	D	\$19.2269 <sup>(1)</sup>	5,639,405	I	Through a subsidiary <sup>(2)</sup>
Common Stock								1,065,182	D <sup>(3)</sup>	

**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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
EMERSON ELECTRIC CO  
 (Last) (First) (Middle)  
 8000 W. FLORISSANT AVE.  
 (Street)  
 ST LOUIS MO 63136  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ASTEC AMERICA INC  
 (Last) (First) (Middle)  
 5810 VAN ALLEN WAY  
 (Street)  
 CARLSBAD CA 92008  
 (City) (State) (Zip)

**Explanation of Responses:**

- The sales were effected in multiple transactions, at varying prices, on June 19, 2006, as follows: 500 shares at \$19.00; 800 at \$19.01; 600 at \$19.04; 305 at \$19.09; 346 at \$19.10; 454 at \$19.11; 100 at \$19.12; 400 at \$19.13; 1,200 at \$19.14; 1,200 at \$19.15; 1,100 at \$19.16; 800 at \$19.17; 1,100 at \$19.18; 700 at \$19.19; 400 at \$19.20; 1,800 at \$19.21; 369 at \$19.22; 900 at \$19.23; 900 at \$19.24; 800 at \$19.25; 954 at \$19.26; 1,020 at \$19.27; 900 at \$19.28; 900 at \$19.29; 1,200 at \$19.30; 300 at \$19.31; 380 at \$19.32; 600 at \$19.33; 800 at \$19.34; 600 at \$19.35; 800 at \$19.36; 100 at \$19.37; 572 at \$19.38; 200 at \$19.39; 200 at \$19.42; 200 at \$19.44; 300 at \$19.45; and 200 at \$19.47. The weighted average sales price for these transactions was \$19.2269 per share.
- The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.
- The reported securities are owned directly by Emerson Electric Co.

**Remarks:**

/s/ Timothy G. Westman,  
Assistant Secretary for      06/21/2006  
Emerson Electric Co.

/s/ Timothy G. Westman,  
Secretary for Astec America      06/21/2006  
Inc.

\*\* 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.**

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: MKS Instruments, Inc. (MKSI)  
Date of Event Requiring Statement: 06/19/06

Signature: /s/ Timothy G. Westman  
By: Timothy G. Westman, Assistant Secretary  
of Emerson Electric Co.

Signature: /s/ Timothy G. Westman  
By: Timothy G. Westman, Secretary  
of Astec America Inc.