

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>BERLINGHIERI LEO</u><br><br>(Last) (First) (Middle)<br><u>SIX SHATTUCK ROAD</u><br><br>(Street)<br><u>ANDOVER MA 018102449</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MKS INSTRUMENTS INC [ MKSI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>V.P. Global Sales &amp; Service</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/05/2004</u>              |  |
|   | 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 |   |  |   |

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Stock Option (right to buy)                | \$29.93  | 01/05/2004                           |  | A                              |   | 15,000   |     | 01/05/2005   | 01/06/2014      | Common 15,000   | \$0  | 15,000   | D   |  |
| Stock Option (right to buy)                | \$27.11  |                                      |  |                                |   |  |     | 08/08/1988   | 11/13/2013      | Common 35,000   |  | 35,000   | D   |  |
| Stock Option (right to buy)                | \$16.88  |                                      |  |                                |   |  |     | 08/08/1988   | 11/22/2012      | Common 30,000   |  | 30,000   | D   |  |
| Stock Option (right to Buy)                | \$12.97  |                                      |  |                                |   |  |     | 08/08/1988   | 08/08/1988      | Common 482  |  | 482  | D   |  |
| Stock Option (Right to Buy)                | \$17.6   |                                      |  |                                |   |  |     | 08/08/1988   | 07/01/2013      | Common 50,375   |  | 50,375   | D   |  |
| Stock Option (right to buy)                | \$0.00 <sup>(1)</sup>                                  |                                      |  |                                |   |  |     | 08/08/1988   | 08/08/1988      | Common 302,346  |  | 302,346  | D   |  |

**Explanation of Responses:**

1. Stock Option Grants include multiple vest dates.

By: Joseph M. Tocci / POA 01/06/2004

\*\* 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.

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