

**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

<b>1. Name and Address of Reporting Person*</b> <u>COLELLA GERARD G</u>  (Last) (First) (Middle) <u>2 TECH DRIVE</u>  (Street) <u>ANDOVER MA 01810</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>MKS INSTRUMENTS INC [ MKSI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, COO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/25/2013</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	02/25/2013		M		4,282.587	A	(1)	4,307.675	D	
Common Stock	02/25/2013		M		2,913	A	(1)	7,220.675	D	
Common Stock	02/25/2013		F		2,347 <sup>(2)</sup>	D	\$26.92	4,873.675	D	

**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						Title
Restricted Stock Unit	(1)	02/25/2013		M			4,282.587	(3)	(3)	Common Stock	4,282.587	(1)	22,075.696	D	
Restricted Stock Unit	(1)	02/25/2013		M			2,913	(4)	(4)	Common Stock	2,913	(1)	15,548.04	D	
Restricted Stock Unit	(1)	02/25/2013		A		14,858.841		(4)	(4)	Common Stock	14,858.841	(1)	30,406.881	D	
Restricted Stock Unit	(1)	02/25/2013		A		22,288.262		(3)	(3)	Common Stock	22,288.262	(1)	44,363.958	D	

**Explanation of Responses:**

- Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.
- This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- These RSUs are subject to the achievement of performance criteria determined in the first year of the grant and thereafter vests in equal annual installments over three years.
- The RSUs vest in equal annual installments over three years.

/s/Renee M. Donlan POA

02/26/2013

\*\* 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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