FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
SMITH JOHN ALEXANDER											-				Direc			10% C				
-					-									_	X	Office	er (give title		Other below)	(specify		
(Last)	(F	irst) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)											,					
2 TECH DRIVE						03/17/2008									V.P. & Chief Tech Officer							
SUITE 201																						
SUITE 201							4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
(Ctt)					· ··· ''	4. II Amendinent, Date of Original Filed (Month/Ddy/Year)									Line)							
(Street)	ED M	ΙΔ (1010												X	Form	n filed by One	e Reportin	g Pers	on		
ANDOV	EK IV	IA (01810													Form	n filed by Moi	re than Or	e Rep	orting		
					-											Pers	on		·	•		
(City)	(S	tate) (Zip)																			
		Tabl	e I - Nor	n-Deriv	ative	Se	curitie	s Acc	quired,	Dis	posed o	of, or	r Bene	efici	ally	Owne	ed					
1. Title of Security (Instr. 3) 2. Transa				action	action 2A. Deemed Execution Date			3. Transa	3. 4. Securities Acquired (A Transaction Disposed Of (D) (Instr. 3				, 4 and Securi Benefi		ount of ties	Form: Di	6. Ownership Form: Direct D) or Indirect I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
(Month/t							if any (Month/F	f any Month/Day/Year)		Code (Instr. 5)		, , ,			cially I Following							
							(Month Day/ real)		" "						Repo		ted	(i) (iiisti.) (III3ti: 1)	(Instr. 4)		
										V	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)						
Common 03/17					3/17/2008				S		2,457	7	D \$2		20 11,611		1,611	D				
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
											onvertib											
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deeme Execution		4.	4. Transaction				6. Date Exercisa Expiration Date		7. Title and Amount of			8. Price of Derivative		9. Number o		10. Ownership	11. Nature of Indirect		
Security	or Exercise	(Month/Day/Year)	if any	.	Code (Insti				(Month/D			Sec	Securities		Security		Securities	Form	Form:	Beneficial		
(Instr. 3) Price of (Month/Da			ıy/Year)	8)	B)		Securities Acquired		Deri Sec			Underlying Derivative			r. 5)	Beneficially Owned		Direct (D) or Indirect	Ownership (Instr. 4)			
Security							(A) or						urity (In	str. 3	3		Following		(I) (Instr. 4)	(
								Disposed of (D)					and 4)				Reported Transaction	(s)				
							(Instr. 3, 4 and 5)										(Instr. 4)	``				
						and 3)			1		 											
											Amour		ount	· [
								Data		Evaluatio :-			Number									
					Code					exercisable Dat				hares								

Explanation of Responses:

By: Joseph M.Tocci / POA

03/18/2008

Date

** Signature of Reporting Person

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.