

<b>OMB APPROVAL</b>	
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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>Werth Dennis L</u>  (Last) (First) (Middle) 2 TECH DRIVE SUITE 201  (Street) ANDOVER MA 01810  (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 10% Owner Officer (give title below) Other (specify below) Sr. VP, Business Units
	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2017	
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	12/14/2017		M		4,199	A	\$27.79	4,199	D	
Common Stock	12/14/2017		S		1,617	D	\$95.615	2,582	D	
Common Stock	12/14/2017		D <sup>(1)</sup>		1,220	D	\$95.65	1,362	D	
Common Stock	12/14/2017		F <sup>(2)</sup>		1,362	D	\$95.65	0	D	
Common Stock	12/15/2017		M		5,911	A	\$27.89	5,911	D	
Common Stock	12/15/2017		S		2,022	D	\$97.9	3,889	D	
Common Stock	12/15/2017		D <sup>(1)</sup>		1,682	D	\$98	2,207	D	
Common Stock	12/15/2017		F <sup>(2)</sup>		2,207	D	\$98	0	D	
Common Stock								7,995.437	I	By The Werth Family Trust

**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
Stock Appreciation Right	\$27.79	12/14/2017		M			4,199	(3)	05/17/2018	Common Stock	4,199	\$0	0	D	
Stock Appreciation Right	\$27.89	12/15/2017		M			5,911	(4)	04/12/2019	Common Stock	5,911	\$0	0	D	

**Explanation of Responses:**

- Reflects the disposition of shares to the issuer deemed to occur upon the exercise of a stock appreciation right.
- Shares have been withheld in satisfaction of reporting person's tax withholding obligations resulting from the exercise of stock appreciation rights.
- The stock appreciation right became fully vested on March 31, 2014.
- The stock appreciation right became fully vested on March 31, 2015.

/s/ M. Kathryn Rickards,  
attorney-in-fact

12/18/2017

\*\* 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.

