

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Eyerman Paul</u> <hr/> (Last) (First) (Middle) <u>C/O 2 TECH DRIVE, SUITE 201</u> <hr/> (Street) <u>ANDOVER MA 01810</u> <hr/> (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) X <u>VP &amp; GM, ENI and Medical</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2013</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			
Common Stock	02/25/2013		M		1,557.213	A	(1)	12,027.875	D	
Common Stock	02/25/2013		M		1,059	A	(1)	13,086.875	D	
Common Stock	02/25/2013		F		944 <sup>(2)</sup>	D	\$26.92	12,142.875	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	Amount or Number of Shares				
Restricted Stock Unit	(1)	02/25/2013		M			1,557.213	(3)	(3)	Common Stock	1,557.213	(1)	3,115.387	D	
Restricted Stock Unit	(1)	02/25/2013		M			1,059	(4)	(4)	Common Stock	1,059	(1)	6,206.537	D	
Restricted Stock Unit	(1)	02/25/2013		A			4,271.917	(4)	(4)	Common Stock	4,271.917	(1)	10,478.454	D	
Restricted Stock Unit	(1)	02/25/2013		A			6,407.875	(3)	(3)	Common Stock	6,407.875	(1)	9,523.262	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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