

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
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|---|--|---|
| 1. Name and Address of Reporting Person* <u>EMERSON ELECTRIC CO</u> (Last) (First) (Middle) 8000 W. FLORISSANT AVE. (Street) ST LOUIS MO 63136 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/26/2006 | |
| 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 | 05/26/2006 | | S | | 42,998 | D | \$20.6672 ⁽¹⁾⁽²⁾ | 6,446,350 | I | Through a subsidiary ⁽³⁾ |
| Common Stock | | | | | | | | 1,065,182 | D ⁽⁴⁾ | |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |
| | | | | | | | | | | | | |

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|---|
| 1. Name and Address of Reporting Person* <u>EMERSON ELECTRIC CO</u> (Last) (First) (Middle) 8000 W. FLORISSANT AVE. (Street) ST LOUIS MO 63136 (City) (State) (Zip) |
| 1. Name and Address of Reporting Person* <u>ASTEC AMERICA INC</u> (Last) (First) (Middle) 5810 VAN ALLEN WAY (Street) CARLSBAD CA 92008 (City) (State) (Zip) |

Explanation of Responses:

- The sales were effected in multiple transactions, at varying prices, on May 26, 2006, as follows and as described in Footnote 2 below: 100 shares at \$20.00; 100 at \$20.25; 300 at \$20.26; 300 at \$20.31; 200 at \$20.35; 100 at \$20.36; 300 at \$20.38; 100 at \$20.40; 200 at \$20.42; 100 at \$20.44; 200 at \$20.45; 298 at \$20.48; 2 at \$20.49; 399 at \$20.50; 700 at \$20.52; 500 at \$20.53; 300 at \$20.54; 1,383 at \$20.55; 3,993 at \$20.56; 3,324 at \$20.57; 100 at \$20.58; 3,100 at \$20.59; 1,105 at \$20.60; 2,976 at \$20.61; 600 at \$20.62; 100 at \$20.63; 400 at \$20.64; and 1,500 at \$20.65.
- This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 1,100 shares at \$20.66; 1,400 at \$20.67; 400 at \$20.69; 800 at \$20.70; 900 at \$20.72; 100 at \$20.73; 500 at \$20.75; 1,090 at \$20.76; 1,610 at \$20.77; 1,908 at \$20.78; 1,049 at \$20.79; 851 at \$20.80; 300 at \$20.81; 1,800 at \$20.82; 800 at \$20.83; 300 at \$20.84; 403 at \$20.85; 897 at \$20.86; 1,800 at \$20.87; 910 at \$20.88; 300 at \$20.89; 600 at \$20.90; 100 at \$20.92; 200 at \$20.93; and 100 at \$20.94. The weighted average sales price for these transactions was \$20.6672 per share.
- The reported securities are owned directly by Astec America Inc. The Reporting Person is the ultimate parent company of Astec America Inc.

4. The reported securities are owned directly by Emerson Electric Co.

Remarks:

See Exhibit 99.1 - Joint Filer Information

[/s/ Timothy G. Westman,](#)
[Assistant Secretary for](#) [05/30/2006](#)
[Emerson Electric Co.](#)

[/s/ Timothy G. Westman,](#)
[Secretary for Astec America](#) [05/30/2006](#)
[Inc.](#)

** 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.

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.

Joint Filer Information

Astec America Inc., 5810 Van Allen Way, Carlsbad, California 92008, has designated Emerson Electric Co. as the "Designated Filer" for the purposes of the attached Form 4.

Issuer & Ticker Symbol: MKS Instruments, Inc. (MKSI)
Date of Event Requiring Statement: 05/26/06

Signature: /s/ Timothy G. Westman
By: Timothy G. Westman, Assistant Secretary
of Emerson Electric Co.

Signature: /s/ Timothy G. Westman
By: Timothy G. Westman, Secretary
of Astec America Inc.