

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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1. Name and Address of Reporting Person* BERLINGHIERI LEO			2. Issuer Name and Ticker or Trading Symbol MKS INSTRUMENTS INC [MKSI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/04/2008			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
2 TECH DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) ANDOVER MA 01810								
(City) (State) (Zip)								

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	08/04/2008		F ⁽⁸⁾		15,657	D	\$20.81	54,353	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					
Stock Option (Right to Buy)	\$29.93							01/05/2005 ⁽¹⁾	01/06/2014	Common Stock	15,000	15,000	D	
Stock Option (Right to Buy)	\$27.11							11/11/2004 ⁽²⁾	11/11/2013	Common Stock	35,000	35,000	D	
Stock Option (Right to Buy)	\$23.5							01/30/2003 ⁽²⁾	01/30/2012	Common Stock	30,000	30,000	D	
Stock Option (Right to Buy)	\$17.25							03/21/2002 ⁽²⁾	03/21/2011	Common Stock	30,000	30,000	D	
Stock Option (Right to Buy)	\$18.44							06/24/2003 ⁽¹⁾	06/24/2012	Common Stock	466	466	D	
Stock Option (Right to Buy)	\$14.72							07/30/2005 ⁽²⁾	07/30/2014	Common Stock	50,000	50,000	D	
Stock Option (Right to Buy)	\$32							01/04/2001 ⁽²⁾	01/04/2010	Common Stock	11,000	11,000	D	
Stock Option (Right to Buy)	\$24.5							11/14/2001 ⁽³⁾	11/14/2011	Common Stock	125,000	125,000	D	
Stock Option (Right to Buy)	\$16.88							11/22/2003 ⁽²⁾	11/22/2012	Common Stock	30,000	30,000	D	
Stock Option (Right to Buy)	\$20.02							10/15/2002 ⁽⁴⁾	10/15/2011	Common Stock	880	880	D	
Restricted Stock Unit	⁽⁵⁾ (7)							⁽⁶⁾	⁽⁶⁾	Common Stock	74,288	74,288	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)				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 Option (Right to Buy)	\$17.6							07/01/2004 ⁽²⁾	07/01/2013	Common Stock	50,000		50,000	D	
Stock Option (Right to Buy)	\$12.97							02/07/2004 ⁽¹⁾	02/07/2013	Common Stock	482		482	D	
Stock Option (Right to Buy)	\$17.6							07/01/2004 ⁽¹⁾	07/01/2013	Common Stock	375		375	D	

Explanation of Responses:

- Vests 100% one year after grant
- 25% after first year, 6.25% each quarter thereafter - total 4 years.
- This option grant vests upon issue.
- Vests as follows: 33 1/3 after the first year and each successive 12 month period thereafter.
- Each restricted stock unit represents the right to receive one share of common stock of MKS Instruments, Inc.
- One half of RSUs shall vest in equal annual installments over three years, and the other half shall be subject to the achievement of performance criteria, and thereafter shall vest in equal annual installments over three years.
- Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.
- Disposition made pursuant to terms of grant in order to satisfy tax withholding obligations.

/s/ Joseph M. Tocci / POA 08/05/2008

** 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.