

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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) 05/17/2006	
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	05/17/2006		S		39,720	D	\$21.662 <sup>(1)(2)</sup>	6,597,571	I	Through a subsidiary <sup>(3)</sup>
Common Stock	05/18/2006		S		45,357	D	\$21.297 <sup>(4)(5)</sup>	6,552,214	I	Through a subsidiary <sup>(3)</sup>
Common Stock								1,065,182	D <sup>(6)</sup>	

**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)					

1. Name and Address of Reporting Person\*  
EMERSON ELECTRIC CO  
 (Last) (First) (Middle)  
 8000 W. FLORISSANT AVE.  
 (Street)  
 ST LOUIS MO 63136  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ASTEAMERICA INC  
 (Last) (First) (Middle)  
 5810 VAN ALLEN WAY  
 (Street)  
 CARLSBAD CA 92008  
 (City) (State) (Zip)

**Explanation of Responses:**

1. The sales were effected in multiple transactions, at varying prices, on May 17, 2006, as follows and as described in Footnotes 2 below: 200 shares at \$21.40; 100 at \$21.42; 200 at \$21.43; 400 at \$21.45; 300 at \$21.46; 92 at \$21.47; 300 at \$21.49; 400 at \$21.50; 408 at \$21.51; 500 at \$21.52; 1,492 at \$21.53; 730 at \$21.54; 739 at \$21.55; 1,078 at \$21.56; 1,761 at \$21.57; 1,100 at \$21.58; 582 at \$21.59; 200 at \$21.60; 1,650 at \$21.61; 1,618 at \$21.62; 1,180 at \$21.63; 1,875 at \$21.64; 2,655 at \$21.65; 1,850 at \$21.66; 1,000 at \$21.67; 1,100 at \$21.68; 2,200 at \$21.69; and 2,400 at \$21.70.

2. This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 500 shares at \$21.71; 900 at \$21.72; 800 at \$21.73; 200 at \$21.74; 754 at \$21.75; 2,100 at \$21.76;



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 Events Requiring Statement: 05/17/06

05/18/06

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.