

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
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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) 07/27/2006	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	07/27/2006		S		25,000	D	\$21.8127 ⁽¹⁾⁽²⁾⁽³⁾	5,178,474	I	Through a subsidiary
Common Stock	07/28/2006		S		25,000	D	\$21.2385 ⁽⁴⁾⁽⁵⁾	5,153,474	I	Through a subsidiary
Common Stock								1,065,182	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					

Explanation of Responses:

- The sales were effected in multiple transactions, at varying prices, on July 27, 2006, as follows and as described in Footnotes 2 and 3 below: 100 shares at \$19.68; 200 at \$19.79; 100 at \$19.95; 200 at \$20.22; 100 at \$20.23; 100 at \$20.24; 168 at \$20.26; 200 at \$20.36; 200 at \$20.47; 100 at \$20.49; 200 at \$20.58; 200 at \$20.60; 100 at \$20.64; 200 at \$20.69; 300 at \$20.7; 200 at \$20.74; 400 at \$20.79; 100 at \$20.80; 200 at \$20.83; 200 at \$20.84; 200 at \$20.91; 300 at \$20.92; 600 at \$20.93; 700 at \$20.94; 200 at \$20.95; 200 at \$20.96; 191 at \$20.97; 300 at \$20.98; 200 at \$20.99; 200 at \$21.00; 501 at \$21.01; 100 at \$21.02; 200 at \$21.05; 100 at \$21.06; 100 at \$21.07; 500 at \$21.08; 200 at \$21.09; and 200 at \$21.10
- This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 200 shares at \$21.15; 100 at \$21.18; 100 at \$21.20; 100 at \$21.21; 100 at \$21.23; 100 at \$21.27; 100 at \$21.28; 300 at \$21.34; 100 at \$21.35; 200 at \$21.36; 100 at \$21.48; 100 at \$21.52; 200 at \$21.67; 100 at \$21.69; 200 at \$21.70; 100 at \$21.71; 100 at \$21.73; 100 at \$21.74; 100 at \$21.77; 400 at \$21.78; 200 at \$21.79; 300 at \$21.80; 40 at \$21.81; 100 at \$21.85; 100 at \$21.87; 100 at \$21.92; 200 at \$21.93; 100 at \$21.94; 200 at \$21.96; 200 at \$21.99; 200 at \$22.00; 100 at \$22.02; 500 at \$22.03; 100 at \$22.05; 100 at \$22.08; 200 at \$22.15; 200 at \$22.18; 100 at \$22.19; 200 at \$22.22; 100 at \$22.25; 100 at \$22.26; 400 at \$22.30; 100 at \$22.32; 100 at \$22.36; 100 at \$22.40; 200 at \$22.41; 100 at \$22.42; 100 at \$22.43; 300 at \$22.44; 100 at \$22.45; 200 at \$22.48; 200 at \$22.49; and 200 at \$22.51.
- This footnote sets forth additional detail with respect to the transactions described in Footnote 1, as follows: 200 shares at \$22.52; 400 at \$22.53; 200 at \$22.54; 200 at \$22.56; 200 at \$22.57; 800 at \$22.58; 500 at \$22.59; 400 at \$22.60; 100 at \$22.61; 100 at \$22.62; 300 at \$22.65; 100 at \$22.66; 100 at \$22.67; 300 at \$22.69; 300 at \$22.70; 200 at \$22.71; 200 at \$22.72; 400 at \$22.73; 300 at \$22.75; 100 at \$22.78; 200 at \$22.79; 100 at \$22.84; 300 at \$22.85; 200 at \$22.86; 200 at \$22.90; 100 at \$22.92; 200 at \$23.00; 200 at \$23.03; 100 at \$23.14; 200 at \$23.26; 100 at \$23.29; 200 at \$23.38; 100 at \$23.43; 200 at \$23.48; and 200 at \$23.57. The weighted average sales price for these transactions was \$21.8127 per share.
- The sales were effected in multiple transactions, at varying prices, on July 28, 2006, as follows and as described in Footnote 5 below: 143 shares at \$20.84; 29 at \$20.85; 28 at \$20.86; 100 at \$20.96; 96 at \$20.97; 100 at \$20.98; 200 at \$20.99; 609 at \$21.00; 200 at \$21.01; 300 at \$21.02; 500 at \$21.05; 900 at \$21.06; 400 at \$21.07; 300 at \$21.08; 1,400 at \$21.09; 1,800 at \$21.10; 1,800 at \$21.11; 1,700 at \$21.12; 2,000 at \$21.13; 800 at \$21.14; 300 at \$21.15; 300 at \$21.16; 700 at \$21.17; 1,100 at \$21.18; 500 at \$21.19; 1,900 at \$21.20; 300 at \$21.21; 200 at \$21.22; 400 at \$21.23; 600 at \$21.24; 100 at \$21.25; 100 at \$21.28; 200 at \$21.29; and 600 at \$21.30.
- This footnote sets forth additional detail with respect to the transactions described in Footnote 4, as follows: 100 shares at \$21.31; 95 at \$21.32; 100 at \$21.33; 300 at \$21.34; 200 at \$21.37; 200 at \$21.38; 100 at \$21.40; 100 at \$21.42; 200 at \$21.45; 100 at \$21.52; 100 at \$21.90; 600 at \$21.91; 300 at \$21.92; 200 at \$21.93; 200 at \$21.94; 200 at \$21.95; 400 at \$21.99; 300 at \$22.00; 200 at \$22.02; 200 at \$22.06; and 100 at \$22.07. The weighted average sales price for these transactions was \$21.2385 per share.

/s/ Timothy G. Westman,
Assistant Secretary

07/31/2006

** 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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