

MKS INSTRUMENTS INC

Form 4

October 04, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLIMM ROBERT L

(Last) (First) (Middle)

90 INDUSTRIAL WAY

(Street)

WILMINGTON, MA 01887

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MKS INSTRUMENTS INC [MKSI]

3. Date of Earliest Transaction
(Month/Day/Year)

10/03/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

V.P. & General Manager

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	10/03/2006		M ⁽¹⁾		1,400	A \$ 10.86	11,400.38	D	
Common	10/03/2006		M ⁽¹⁾		788	A \$ 10.86	12,188.38	D	
Common	10/03/2006		S ⁽¹⁾		1,400	D \$ 19.81	10,788.38	D	
Common	10/03/2006		S ⁽¹⁾		788	D \$ 19.65	10,000.38	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	<u>(2)</u>	10/03/2006		M <u>(1)</u>	1,400	08/08/1988 <u>(3)</u> 08/08/1988 <u>(4)</u>	Common 1,400
Stock Option (right to buy)	<u>(2)</u>	10/03/2006		M <u>(1)</u>	788	08/08/1988 <u>(3)</u> 08/08/1988 <u>(4)</u>	Common 788

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KLIMM ROBERT L 90 INDUSTRIAL WAY WILMINGTON, MA 01887	V.P. & General Manager

Signatures

By: Joseph M.Tocci
/ POA 10/04/2006

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

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- (2) Option conversion price is \$10.86 per share for option transactions reported on this filing.
- (3) Stock Option Grants include multiple vest dates.
- (4) Expires 10 years after date of grant

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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