

MKS INSTRUMENTS INC
 Form 4
 August 05, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERLINGHIERI LEO

(Last) (First) (Middle)
 2 TECH DRIVE
 (Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MKS INSTRUMENTS INC [MKSI]

3. Date of Earliest Transaction
 (Month/Day/Year)
08/04/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/04/2008 | | F ⁽⁸⁾ | 15,657 D \$ 20.81 | 54,353 | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 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) | \$ 29.93 | | | | | 01/05/2005 ⁽¹⁾ | 01/06/2014 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 27.11 | | | | | 11/11/2004 ⁽²⁾ | 11/11/2013 | Common Stock | 35,000 |
| Stock Option (Right to Buy) | \$ 23.5 | | | | | 01/30/2003 ⁽²⁾ | 01/30/2012 | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 17.25 | | | | | 03/21/2002 ⁽²⁾ | 03/21/2011 | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 18.44 | | | | | 06/24/2003 ⁽¹⁾ | 06/24/2012 | Common Stock | 466 |
| Stock Option (Right to Buy) | \$ 14.72 | | | | | 07/30/2005 ⁽²⁾ | 07/30/2014 | Common Stock | 50,000 |
| Stock Option (Right to Buy) | \$ 32 | | | | | 01/04/2001 ⁽²⁾ | 01/04/2010 | Common Stock | 11,000 |
| Stock Option (Right to Buy) | \$ 24.5 | | | | | 11/14/2001 ⁽³⁾ | 11/14/2011 | Common Stock | 125,000 |
| Stock Option | \$ 16.88 | | | | | 11/22/2003 ⁽²⁾ | 11/22/2012 | Common Stock | 30,000 |

| | | | | | |
|-----------------------------|-------------------------------|---------------------------|----------------|--------------|--------|
| (Right to Buy) | | | | | |
| Stock Option (Right to Buy) | \$ 20.02 | 10/15/2002 ⁽⁴⁾ | 10/15/2011 | Common Stock | 880 |
| Restricted Stock Unit | ⁽⁵⁾ ⁽⁷⁾ | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 74,288 |
| Stock Option (Right to Buy) | \$ 17.6 | 07/01/2004 ⁽²⁾ | 07/01/2013 | Common Stock | 50,000 |
| Stock Option (Right to Buy) | \$ 12.97 | 02/07/2004 ⁽¹⁾ | 02/07/2013 | Common Stock | 482 |
| Stock Option (Right to Buy) | \$ 17.6 | 07/01/2004 ⁽¹⁾ | 07/01/2013 | Common Stock | 375 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERLINGHIERI LEO 2 TECH DRIVE ANDOVER, MA 01810 | X | | President and CEO | |

Signatures

/s/ Joseph M. Tocci
/ POA

08/05/2008

**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) Vests 100% one year after grant
- (2) 25% after first year, 6.25% each quarter thereafter - total 4 years.
- (3) This option grant vests upon issue.
- (4) Vests as follows: 33 1/3 after the first year and each successive 12 month period thereafter.
- (5) Each restricted stock unit represents the right to receive one share of common stock of MKS Instruments, Inc.
- (6) 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.

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(7) Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.

(8) Disposition made pursuant to terms of grant in order to satisfy tax withholding obligations.

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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