

MKS INSTRUMENTS INC
Form SC 13D/A
December 20, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 14)***

MKS INSTRUMENTS, INC.
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

55306N104
(CUSIP Number)

Timothy G. Westman
Vice President and Assistant Secretary
Emerson Electric Co.
8000 W. Florissant Avenue
St. Louis, MO 63136
(314) 553-3822

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 18, 2006
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act

(however, *see the Notes*).

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Emerson Electric Co.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* <div style="text-align: right;"> (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x </div>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS* OO, WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <div style="text-align: right;"> <input type="radio"/> o </div>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION State of Missouri	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,868,302
	8	SHARED VOTING POWER 1,635,267
	9	SOLE DISPOSITIVE POWER 1,868,302
	10	SHARED DISPOSITIVE POWER 1,635,267
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	

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	3,503,569 - See Items 4 and 5
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.2% - See Items 4 and 5
14	TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Unless indicated otherwise, all items left blank remain unchanged and any items which are reported are deemed to replace or add to the existing items in the original Schedule 13D (as amended). All defined terms shall have the same meaning as previously ascribed to them in the original Schedule 13D (as amended), unless otherwise noted.

Item 1. Security and Issuer.

Item 2. Identity and Background.

Item 3. Source and Amount of Funds or Other Consideration.

Item 4. Purpose of Transaction.

The following additional paragraph is added before the last paragraph of Item 4 of this Schedule 13D, as amended through Amendment No. 13:

Emerson sold shares of Common Stock in the amounts and on the dates listed in Schedule B hereto. In each case such shares were held indirectly by Emerson through a wholly-owned subsidiary as indicated in Schedule B.

Item 5. Interest in Securities of the Issuer.

(a) For the purposes of Rule 13d-3 promulgated under the Exchange Act, Emerson may be deemed to beneficially own 3,503,569 shares of Common Stock, or approximately 6.2% of the outstanding shares of Common Stock.

Emerson disclaims the existence of a group (pursuant to the Shareholder Agreement or otherwise).

Except as set forth in this Item 5(a), the Reporting Person does not own beneficially any Shares.

(b) By virtue of the relationship set forth under Item 2 of this Statement, Emerson may be deemed to have the sole power to vote or direct the vote and sole power to dispose or direct the disposition of 1,868,302 shares of Common Stock and the shared power to direct the disposition of and vote of the 1,635,267 shares of Common Stock.

(c) The Reporting Person and/or the persons set forth in Schedule A hereto have effected transactions in the shares of Common Stock during the past 60 days as set forth in Schedule B hereto.

(d) Emerson and its wholly-owned subsidiary, MLS Industries Inc. ([MLS]), shall be entitled to receive dividends declared on their shares of Common Stock and proceeds from the sale of the shares of Common Stock.

(e)

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

SCHEDULE 13D

Exhibit 1: Agreement and Plan of Merger with respect to the Acquisition of the ENI Business dated as of October 30, 2001 between Emerson Electric Co. and MKS Instruments, Inc.¹

Exhibit 2: Shareholder Agreement dated as of January 31, 2002 among MKS Instruments, Inc. and Emerson Electric Co.²

¹ Filed as an exhibit to the Schedule 13D dated January 31, 2002.

² Filed as an exhibit to the Schedule 13D dated January 31, 2002.

SCHEDULE 13D SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: December 20, 2006

EMERSON ELECTRIC CO.

By: /s/ Timothy G. Westman

Name: Timothy G. Westman

Title: Vice President and Assistant Secretary

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SCHEDULE 13D**SCHEDULE A**

Executive Officers and Directors of Emerson Electric Co. (Emerson)

The names of the Directors and the names and titles of the Executive Officers of Emerson Electric Co. are set forth below. If no business address is given, the director's or officer's business address is 8000 W. Florissant Avenue, St. Louis, MO 63136. Unless otherwise indicated below, all of the persons listed below are citizens of the United States of America.

Directors

Name and Business Address	Present Principal Occupation Including Name of Employer
A.A. Busch III Anheuser-Busch Companies, Inc. One Busch Place St. Louis, MO 63118	Chairman of the Board of Anheuser-Busch Companies, Inc.
D.N. Farr	Chairman of the Board, Chief Executive Officer and President of Emerson
D.C. Farrell	Retired
C. Fernandez G. Grupo Modelo, S.A. de C.V. Campos Eliseos No. 400, Piso 18 Lomas de Chapultepec 11000 Mexico, D.F. Citizenship: Mexico	Chairman and Chief Executive Officer of Grupo Modelo, S.A. de C.V.
W.J. Galvin	Senior Executive Vice President and Chief Financial Officer of Emerson
A.F. Golden Davis Polk & Wardwell 450 Lexington Avenue New York, NY 10017	Partner of Davis Polk & Wardwell
R.B. Horton Stoke Abbas South Stoke Oxfordshire RG8 OJT Citizenship: United Kingdom	Executive Chairman of the Sporting Exchange, Ltd.
G.A. Lodge	Retired

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V.R. Loucks, Jr.
1101 Skokie Blvd.
Suite 240
North Brook, IL 60062
J.B. Menzer

Retired

Vice Chairman of Wal-Mart Stores, Inc.

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Name and Business Address	Present Principal Occupation Including Name of Employer
Wal-Mart International 702 S.W. 8th Street Mail Station 0130 Bentonville, AK 72716 C.A. Peters	Senior Executive Vice President of Emerson
J.W. Prueher	Retired
R.L. Ridgway	Retired
Randall L. Stephenson AT&T Inc. 175 E. Houston Street, Suite 1307 San Antonio, TX 78205	Chief Operating Officer of AT&T Inc.

Executive Officers (who are not also Directors)

W.W. Withers	Executive Vice President, Secretary and General Counsel of Emerson
E.L. Monser	Chief Operating Officer of Emerson
R.J. Schlueter	Vice President and Chief Accounting Officer of Emerson

SCHEDULE 13D**SCHEDULE B**

Date	Reporting Person	Shares of Common Stock	Price/Share	Transaction
12/7/06	Emerson Electric Co. (1)	62,000	\$20.6781(2)	open market sale
12/8/06	Emerson Electric Co. (1)	45,000	\$20.8359(3)	open market sale
12/11/06	Emerson Electric Co. (1)	100,000	\$21.1105(4)	open market sale
12/12/06	Emerson Electric Co. (1)	56,000	\$21.1118(5)	open market sale
12/13/2006	Emerson Electric Co. (1)	30,300	\$21.0500(6)	open market sale
12/14/2006	Emerson Electric Co. (1)	34,100	\$21.1080(7)	open market sale
12/15/2006	Emerson Electric Co. (1)	200,000	\$21.8310(8)	open market sale
12/18/2006	Emerson Electric Co. (1)	100,000	\$22.7592(9)	open market sale

(1) By MLS.

(2) The sales were effected in multiple transactions, at varying prices, on December 7, 2006, as follows: 40,000 shares at \$20.7100 per share and 22,000 shares at \$20.6200 per share. The weighted average sales price for these transactions was \$20.6781 per share.

(3) The sales were effected in a single transaction on December 8, 2006, as follows: 45,000 shares at \$20.8359 per share.

(4) The sales were effected in multiple transactions, at varying prices, on December 11, 2006, as follows: 4,000 shares at \$21.01 per share; 10,000 shares at \$21.04 per share; 10,000 shares at \$21.05 per share; 10,000 shares at \$21.07 per share; 10,000 shares at \$21.09 per share; 10,000 shares at \$21.1 per share; 11,000 shares at \$21.11 per share; 5,000 shares at \$21.14 per share; 20,000 shares at \$21.17 per share; and 10,000 shares at \$21.22. The weighted average sales price for these transactions was \$21.1105 per share.

(5) The sales were effected in multiple transactions, at varying prices, on December 12, 2006, as follows: 5,000 shares at \$21.065 per share; 8,000 shares at \$21.07 per share; 3,000 shares at \$21.075 per share; 5,000 shares at \$21.085 per share; and 35,000 shares at \$21.135 per share. The weighted average sales price for these transactions was \$21.1118 per share.

(6) The sales were effected in a single transaction on December 13, 2006, as follows: 30,300 shares at \$21.0500 per share.

(7) The sales were effected in a single transaction on December 14, 2006, as follows: 34,100 shares at \$21.1080 per share.

(8) The sales were effected in multiple transactions, at varying prices, on December 15, 2006, as follows: 25,000 shares at \$21.6100 per share; 24,000 shares at \$21.740 per share; 25,000 shares at \$21.7900 per share; 28,000 shares at \$21.8100 per share; 60,000 shares at \$21.8800 per share; and 38,000 at \$21.9990 per share. The weighted average sales price for these transactions was \$21.8310 per share.

- (9) The sales were effected in multiple transactions, at varying prices, on December 18, 2006, as follows: 21,000 shares at \$22.5500 per share; 44,000 shares at \$22.7000 per share; and 35,000 shares at \$22.9590 per share. The weighted average sales price for these transactions was \$22.7592 per share.

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