

STEWART WILLIAM D
Form 4
February 16, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STEWART WILLIAM D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
90 INDUSTRIAL WAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. & General Manager

WILMINGTON, MA 01887

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	02/15/2007		M ⁽¹⁾		3,750	A	\$ 16.88
Common	02/15/2007		S ⁽¹⁾		3,750	D	\$ 24.31
Common	02/15/2007		M ⁽¹⁾		15,000	A	\$ 14.72
Common	02/15/2007		S ⁽¹⁾		15,000	D	\$ 24.31
Common	02/15/2007		M ⁽¹⁾		37,500	A	\$ 17.74

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Common 02/15/2007 S⁽¹⁾ 37,500 D \$ 24.25 12,663 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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	<u>(2)</u>	02/15/2007		M ⁽¹⁾	3,750	08/08/1988 ⁽³⁾ 08/08/1988 ⁽⁴⁾	Common	3,750
Stock Option (right to buy)	<u>(5)</u>	02/15/2007		M ⁽¹⁾	15,000	08/08/1988 ⁽³⁾ 08/08/1988 ⁽⁴⁾	Common	15,000
Stock Option (right to buy)	<u>(6)</u>	02/15/2007		M ⁽¹⁾	37,500	08/08/1988 ⁽³⁾ 08/08/1988 ⁽⁴⁾	Common	37,500

Reporting Owners

Reporting Owner Name / Address

STEWART WILLIAM D
90 INDUSTRIAL WAY
WILMINGTON, MA 01887

Relationships

Director 10% Owner Officer Other

V.P. & General Manager

Signatures

By: Joseph M.Tocci
/ POA

02/16/2007

__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.
- (2) Option conversion price is \$16.88 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
- (5) Option conversion price is \$14.72 per share for option transactions reported on this filing.fad
- (6) Option conversion price is \$17.74 per share for option transactions reported on this filing.

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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