

BERLINGHIERI LEO
Form 4
February 10, 2011

FORM 4

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

OMB APPROVAL

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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 *
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)
02/08/2011

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/08/2011 | | M | | \$ 24.5 113,749 | D | |
| Common Stock | 02/08/2011 | | S | | \$ 30.27 103,349 | D | |
| Common Stock | 02/08/2011 | | S | | \$ 30.14 5,013 | D | |
| Common Stock | 02/08/2011 | | M | | \$ 23.5 31,013 | D | |
| | 02/08/2011 | | S | | 28,213 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|--------|------------|------------|-------|-------|
| Common Stock | | | | | \$ | | | |
| | | | | | 30.27 | | | |
| | | | | | <u>(3)</u> | | | |
| Common Stock | 02/08/2011 | | S | 23,200 | D | \$ | 30.08 | 5,013 |
| | | | | | | <u>(4)</u> | | 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 of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Stock Option (Right to Buy) | \$ 24.5 | 02/08/2011 | | M | 108,736 | 11/14/2001 ⁽⁵⁾ 11/14/2011 | Common Stock 108,736 |
| Stock Option (Right to Buy) | \$ 23.5 | 02/08/2011 | | M | 26,000 | 01/30/2003 ⁽⁶⁾ 01/30/2012 | Common Stock 26,000 |

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/Renee M. Donlan POA 02/10/2011

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) This transaction was executed in multiple trades at prices ranging from \$30.25 to \$30.33. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon request, the full information regarding the number of shares and prices at which the transaction was effected.

(2) This transaction was executed in multiple trades at prices ranging from \$30.06 to \$30.35. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon request, the full information regarding the number of shares and prices at which the transaction was effected.

(3) This transaction was executed in multiple trades at prices ranging from \$30.25 to \$30.34. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon request, the full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$30.04 to \$30.11. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon request, the full information regarding the number of shares and prices at which the transaction was effected.

(5) This option grant vests upon issue.

(6) 25% after first year, 6.25% each quarter thereafter - total 4 years.

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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