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MKS INSTR	RUMENTS INC											
Form 4												
May 17, 200	_											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL					
	UNITED	SIAILS						OMM/0510N	OMB Number:	3235-0287		
Check the		Washington, D.C. 20549								January 31,		
if no long	IENT O	F CHAN	GES IN I	BENEF	ICIA	NERSHIP OF	Expires: 20					
subject to STATEMENT O Section 16.				SECUR	ITIES			Estimated average burden hours per				
Form 4 o								0.5				
Form 5 obligation	na *						U	e Act of 1934,				
may cont	inue. Section 17(vestment	•	· ·		1935 or Sectior	1			
See Instru 1(b).	uction	50(II)	of the m	vestment	Compan	y Ac	101174	0				
1(0)												
(Print or Type I	Responses)											
1 Name and A	ddress of Reporting	Person *	2 Iagua	Name and	Tielen en	Tradia		5 Relationship of	Reporting Pers	son(s) to		
WEIGNER		-	Symbol	2. Issuer Name and Ticker or Trading					5. Relationship of Reporting Person(s) to Issuer			
		•	ISTRUM	ENTS IN	NC [N	/KSI]						
(Last)	(First) (I	Middle)	3. Date of	Earliest Tra	ansaction	-	-	(Check all applicable)				
((Month/E					Director 10% Owner				
			05/17/2006					XOfficer (give titleOther (specify below)				
								· · · · · · · · · · · · · · · · · · ·	ief Financial O	fficer		
			4. If Ame	ndment, Da	te Origina	1		6. Individual or Joint/Group Filing(Check				
			Filed(Mor	nth/Day/Year)	1			Applicable Line)				
WII MINCT	FON MA 01997							_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
WILWIING.	FON, MA 01887							Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Date		med 3. 4. Securities Acquired					5. Amount of 6. 7. Nature of				
Security	(Month/Day/Year)		n Date, if	Transactio Code	n(A) or Di (Instr. 3,				Ownership Indirect Form: Direct Beneficia	Indirect		
(Instr. 3)		any (Month/Day/Year)				4 anu	5)	Beneficially Owned		Ownership		
								Following	Indirect (I)	(Instr. 4)		
						(A)		Reported Transaction(s)	(Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common	05/17/2006			$M^{(1)}$	660	A A	\$ 4.43	10,661	D			
							\$					
Common	05/17/2006			S <u>(1)</u>	660	D	¢ 21.82	10,001	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.

 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. Transactio Code (Instr. 8)	ansactionof ode Derivative		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)8((
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	<u>(2)</u>	05/17/2006		M <u>(1)</u>		660	08/08/1988	08/08/1988 <u>(3)</u>	Common	660

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
WEIGNER RONALD 90 INDUSTRIAL WAY WILMINGTON, MA 01887			V.P. & Chief Financial Officer				
Signatures							

By: Joseph M.Tocci 05/17/2006

**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.
- (2) Option conversion price \$4.43 for option transactions reported on this filing.
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.