

MKS INSTRUMENTS INC
 Form 4
 February 25, 2015

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 *
BAGSHAW SETH H

(Last) (First) (Middle)

C/O MKS 2 TECH DRIVE, SUITE 201

(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)

02/23/2015

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)
 Vice President, CFO, Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	Price	
Common Stock	02/23/2015		S ⁽¹⁾	2,115	D	\$ 35.302 (2)	20,163.803 D
Common Stock	02/23/2015		M	3,115.347	A	(3)	23,279.15 D
Common Stock	02/23/2015		M	2,119.279	A	(3)	25,398.429 D
Common Stock	02/23/2015		F ⁽¹⁾	1,702	D	\$ 35.6	23,696.429 D

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

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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 of Number of Shares
Restricted Stock Unit	(3)	02/23/2015		M	3,115.347	(4)	(4)	Common Stock	3,115.347
Restricted Stock Unit	(3)	02/23/2015		M	2,119.279	(5)	(5)	Common Stock	2,119.279

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAGSHAW SETH H C/O MKS 2 TECH DRIVE, SUITE 201 ANDOVER, MA 01810			Vice President, CFO, Treasurer	

Signatures

/s/Renee M. Donlan POA 02/25/2015

**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 effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
This transaction was executed in multiple trades at prices ranging from \$35.04 to \$35.65. 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) Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.
These RSUs are subject to the achievement of performance criteria determined in the first year of grant and thereafter vest in three equal annual installments commencing on the first anniversary of the grant date, with the exception of RSUs granted on or after February 15, 2015, in which case, the annual vesting date shall be (i) February 15th or (ii) the next business day if February 15th is not a business day.
- (5)

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These RSUs vest in three equal annual installments commencing on the first anniversary of the grant date, with the exception of RSUs granted on or after February 15, 2015, in which case, the annual vesting date shall be (i) February 15th or (ii) the next business day if February 15th is not a business day.

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.