COLELLA GERARD G
Form 4
July 31, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
COLELLA GERARD G

(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)
07/30/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Business Officer and VP

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	07/30/2008		M		2,188	A	$ 14.72	16,212	D	
Common Stock	07/30/2008		S		2,188	D	$ 21.07	14,024	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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	$ 14.72	07/30/2008		M			2,188	07/30/2005[1]	07/30/2014	Common Stock	2,18
Stock Option (Right to Buy)	$ 18.12							05/29/2004[1]	05/29/2013	Common Stock	375
Stock Option (Right to Buy)	$ 27.11							11/11/2004[1]	11/13/2013	Common Stock	28,00
Stock Option (Right to Buy)	$ 17.25							03/21/2002[1]	03/21/2011	Common Stock	30,00
Stock Option (Right to Buy)	$ 29.93							01/05/2005[2]	01/06/2014	Common Stock	7,00
Stock Option (Right to Buy)	$ 26.86							12/03/2003	12/03/2013	Common Stock	250
Stock Option (Right to Buy)	$ 20.02							10/15/2002[3]	10/15/2011	Common Stock	823
Stock Option (Right to Buy)	$ 32							01/04/2001[1]	01/04/2010	Common Stock	11,00
	$ 18.44							06/24/2003[2]	06/24/2012		436

Stock Option (Right to Buy)					Common Stock	
Stock Option (Right to Buy)	$ 23.5		01/30/2003[1]	01/30/2012	Common Stock	30,00
Stock Option (Right to Buy)	$ 24.5		11/14/2001	11/14/2011	Common Stock	125,0
Restricted Stock Unit	[4]		[3]	[3]	Common Stock	29,96

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLELLA GERARD G 2 TECH DRIVE ANDOVER, MA 01810			Chief Business Officer and VP	

Signatures

/s/ Joseph M. Tocci / POA	07/31/2008
**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) 25% after first year, 6.25% each quarter thereafter - total 4 years.

(2) Vests 100% one year after grant

(3) Vests as follows: 33 1/3 after the first year and each successive 12 month period thereafter.

(4) Each restricted stock unit represents the contingent right to receive one share of common stock of MKS Instruments, Inc.

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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