

Werth Dennis L
Form 4
December 18, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Werth Dennis L

(Last) (First) (Middle)

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)

12/14/2017

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)

Sr. VP, Business Units

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 12/14/2017 | | M | 4,199 A | \$ 27.79 4,199 | D | |
| Common Stock | 12/14/2017 | | S | 1,617 D | \$ 95.615 2,582 | D | |
| Common Stock | 12/14/2017 | | D ⁽¹⁾ | 1,220 D | \$ 95.65 1,362 | D | |
| Common Stock | 12/14/2017 | | F ⁽²⁾ | 1,362 D | \$ 95.65 0 | D | |
| Common Stock | 12/15/2017 | | M | 5,911 A | \$ 27.89 5,911 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------|-------|---|
| Common Stock | 12/15/2017 | S | 2,022 | D | \$ 97.9 | 3,889 | D |
|--------------|------------|---|-------|---|---------|-------|---|

| | | | | | | | |
|--------------|------------|------------------|-------|---|-------|-------|---|
| Common Stock | 12/15/2017 | D ⁽¹⁾ | 1,682 | D | \$ 98 | 2,207 | D |
|--------------|------------|------------------|-------|---|-------|-------|---|

| | | | | | | | |
|--------------|------------|------------------|-------|---|-------|---|---|
| Common Stock | 12/15/2017 | F ⁽²⁾ | 2,207 | D | \$ 98 | 0 | D |
|--------------|------------|------------------|-------|---|-------|---|---|

| | | | | | | | | |
|--------------|--|--|--|--|--|-----------|---|---------------------------|
| Common Stock | | | | | | 7,995.437 | I | By The Werth Family Trust |
|--------------|--|--|--|--|--|-----------|---|---------------------------|

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 (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 Appreciation Right | \$ 27.79 | 12/14/2017 | | M | 4,199 | ⁽³⁾ 05/17/2018 | Common Stock 4,199 |
| Stock Appreciation Right | \$ 27.89 | 12/15/2017 | | M | 5,911 | ⁽⁴⁾ 04/12/2019 | Common Stock 5,911 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Werth Dennis L 2 TECH DRIVE SUITE 201 | Sr. VP, Business Units |

ANDOVER, MA 01810

Signatures

/s/ M. Kathryn Rickards,
attorney-in-fact

12/18/2017

__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) Reflects the disposition of shares to the issuer deemed to occur upon the exercise of a stock appreciation right.
- (2) Shares have been withheld in satisfaction of reporting person's tax withholding obligations resulting from the exercise of stock appreciation rights.
- (3) The stock appreciation right became fully vested on March 31, 2014.
- (4) The stock appreciation right became fully vested on March 31, 2015.

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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