

# **MKS INSTRUMENTS INC**

Reported by  
**WERTH DENNIS L**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/18/17 for the Period Ending 12/14/17

Address 2 TECH DRIVE  
SUITE 201  
ANDOVER, MA, 01810  
Telephone 978-645-5500  
CIK 0001049502  
Symbol MKSI  
SIC Code 3823 - Industrial Instruments for Measurement, Display, and Control of Process Variables and Related Products  
Industry Industrial Machinery & Equipment  
Sector Industrials  
Fiscal Year 12/31

# 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Werth Dennis L</b>		<b>MKS INSTRUMENTS INC [ MKSI ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Sr. VP, Business Units</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>2 TECH DRIVE, SUITE 201</b>		<b>12/14/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>ANDOVER, MA 01810</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/14/2017		M		4199	A	\$27.79	4199	D	
Common Stock	12/14/2017		S		1617	D	\$95.615	2582	D	
Common Stock	12/14/2017		D (1)		1220	D	\$95.65	1362	D	
Common Stock	12/14/2017		F (2)		1362	D	\$95.65	0	D	
Common Stock	12/15/2017		M		5911	A	\$27.89	5911	D	
Common Stock	12/15/2017		S		2022	D	\$97.90	3889	D	
Common Stock	12/15/2017		D (1)		1682	D	\$98.00	2207	D	
Common Stock	12/15/2017		F (2)		2207	D	\$98.00	0	D	
Common Stock								7995.437	I	By The Werth Family Trust

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right	\$27.79	12/14/2017		M		4199		(3)	5/17/2018	Common Stock	4199	\$0	0	D	
Stock Appreciation Right	\$27.89	12/15/2017		M		5911		(4)	4/12/2019	Common Stock	5911	\$0	0	D	

**Explanation of Responses:**

- (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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Werth Dennis L 2 TECH DRIVE SUITE 201 ANDOVER, MA 01810</b>			<b>Sr. VP, Business Units</b>	

**Signatures**

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

12/18/2017

\*\*  
—Signature of Reporting Person

Date

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

\* 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).

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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