

ENTEGRIS INC
Form 4
August 22, 2014

FORM 4

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

OMB APPROVAL

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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 *
GRAVES GREGORY B

(Last) (First) (Middle)
4613 DREXEL AVE. S.
(Street)

EDINA, MN 55424

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENTEGRIS INC [ENTG]

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2014

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)
Exec. V.P. & CFO

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 | (D) | Price | | |
| Common Stock | 08/20/2014 | | M | | 70,000 | A | \$ 7.07 | 138,683 | D |
| Common Stock | 08/20/2014 | | F | | 50,905 | D | \$ 12 | 87,778 | D |
| Common Stock | 08/20/2014 | | M | | 40,000 | A | \$ 8.37 | 127,778 | D |
| Common Stock | 08/20/2014 | | F | | 32,662 | D | \$ 12 | 95,116 | D |
| Common Stock | 08/20/2014 | | M | | 7,000 | A | \$ 8.37 | 102,116 | D |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|-------------------------------------|--------|---|
| Common Stock | 08/20/2014 | | F | 5,904 | D | \$ 12 | 96,212 | D |
| Common Stock | 08/21/2014 | | S | 10,504 | D | \$ <u>12.0008</u> ⁽¹⁾ | 85,708 | D |
| Common Stock | 08/21/2014 | | S | 17,025 | D | \$ <u>11.9782</u> ⁽²⁾ | 68,683 | D |
| Common Stock | 08/22/2014 | | S | 11,465 | D | \$ <u>11.991</u> ⁽³⁾ | 57,218 | D |

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

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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 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 |
| Employee Stock Option (Right to Buy) | \$ 7.07 | 08/20/2014 | | M | 70,000 | <u>(4)</u> | 02/21/2015 | Common Stock | 70,000 |
| Employee Stock Option (Right to Buy) | \$ 8.37 | 08/20/2014 | | M | 40,000 | <u>(4)</u> | 10/15/2014 | Common Stock | 40,000 |
| Employee Stock Option (Right to Buy) | \$ 8.37 | 08/20/2014 | | M | 7,000 | <u>(4)</u> | 10/15/2014 | Common Stock | 7,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAVES GREGORY B 4613 DREXEL AVE. S. EDINA, MN 55424 | | | Exec. V.P. & CFO | |

Signatures

/s/ Peter W. Walcott, Attorney-In-Fact for Gregory B.
Graves

08/22/2014

__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 price reported in column 4 is a weighted average price reported in reliance on a letter from the Office of Chief Counsel, Securities and Exchange Commission's Division of Corporate Finance to the Society of Corporate Secretaries & Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$12.00 to \$12.01, inclusive. The reporting person undertakes to provide Entegris, Inc. any shareholder of Entegris, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) The price reported in column 4 is a weighted average price reported in reliance on a letter from the Office of Chief Counsel, Securities and Exchange Commission's Division of Corporate Finance to the Society of Corporate Secretaries & Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$11.95 to \$12.00, inclusive. The reporting person undertakes to provide Entegris, Inc. any shareholder of Entegris, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) The price reported in column 4 is a weighted average price reported in reliance on a letter from the Office of Chief Counsel, Securities and Exchange Commission's Division of Corporate Finance to the Society of Corporate Secretaries & Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$11.95 to \$12.05, inclusive. The reporting person undertakes to provide Entegris, Inc. any shareholder of Entegris, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4) This option is fully vested.

(5) This option was granted pursuant to an employee stock option plan that provides for the grant of options in consideration of services as an employee.

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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