

ENTEGRIS INC
Form 4
May 08, 2009

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 *
CARNS MICHAEL P C

(Last) (First) (Middle)
966 CORAL DRIVE
(Street)

PEBBLE BEACH, CA 93953-2503

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2009

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 05/06/2009 | | A | (A) 22,196 (1) | \$ 11,547 (2) | 227,765 | D |
| Common Stock | 05/06/2009 | | A | (3) 45,077 | \$ 0 | 272,842 | D |
| Common Stock | 05/06/2009 | | A | (4) 3,000 | \$ 0 | 275,842 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CARNS MICHAEL P C 966 CORAL DRIVE PEBBLE BEACH, CA 93953-2503 | | | X | |

Signatures

/s/ Peter W. Walcott attorney-in-fact for Michael P.C.
Carns

05/08/2009

__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) These shares are unrestricted and were awarded in connection with a forfeiture of cash directors fees for the period March 1, 2009 through May 31, 2009.

(2) The number of shares covered by this award was determined by dividing the cash amount of directors fees forfeited by the closing price of \$0.52 on the date that the cash fees would normally be paid, March 2, 2009, and deducting from the result the number of shares granted to the reporting person in connection with the forfeiture of fees referred to in Footnote 1 above on January 14, 2009.

(3) These shares were awarded, effective May 6, 2009, as restricted stock units pursuant to the Entegris, Inc. 1999 Long Term Incentive and Stock Option Plan which provides for the award of restricted stock units to officers and directors of the Issuer in consideration for services as such.

(4) These shares were awarded on May 6, 2009, effective October 15, 2009, as restricted stock pursuant to the Entegris, Inc. Outside Directors' Option Plan which provides for the award of restricted stock to outside directors of the Issuer in consideration for services as such.

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.