ENTEGRIS INC Form 4 May 26, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

SECURITIES

burden hours per response... 0.5

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing Da

I. Name and Address of Reporting Person _ GRAVES GREGORY B			2. Issue Symbol	r Name a	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			ENTE	GRIS IN	[C [ENTG]	(C	heck all applicable	e)	
(Last)	(First)	(Middle)	3. Date of	f Earliest	Transaction				
4613 DRE	XEL AVE. S.		(Month/I 05/24/2	•		below)	give title 0th below)	er (specify	
	(Street)		4. If Am	endment,	Date Original	6. Individual o	or Joint/Group Filir	ng(Check	
			Filed(Mo	nth/Day/Y	ear)	Applicable Line _X_ Form filed) by One Reporting Pe	erson	
EDINA, M	IN 55424					Form filed been Person	by More than One Re	eporting	
(City)	(State)	(Zip)	Tab	le I - Noi	n-Derivative Securities Acc	quired, Dispose	d of, or Beneficial	lly Owned	
1.Title of	2. Transaction l			3.	4. Securities Acquired (A			7. Nature	

(,)	()	Tab	le I - Non-I	Derivative	Secur	ities Acqui	rea, Disposea of,	or Beneficiali	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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	05/24/2011		M	7,500	A	\$ 5.9	146,188	D	
Common Stock	05/24/2011		S	7,500	D	\$ 8.4326 (1)	138,688	D	
Common Stock	05/24/2011		M	25,820	A	\$ 5.4	164,508	D	
Common Stock	05/24/2011		S	25,820	D	\$ 8.415 (2)	138,688	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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 5.9	05/24/2011		M	7,500	10/15/2006	10/15/2012	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 5.4	05/24/2011		M	25,820	<u>(4)</u>	02/19/2017	Common Stock	25,820

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

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

05/25/2011

**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 Securities & Corporate Governance Professionals

Reporting Owners 2

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dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$8.445 to \$8.423, 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.

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 Securities & Corporate Governance Professionals

- (2) dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$8.40 to \$8.435, 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) This option vests in three equal annual installments on February 19, 2011, February 19, 2012 and February 19, 2013.
- (4) These options were awarded pursuant to a stock option plan that provides for the award 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. 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.