

ENTEGRIS INC
Form 4
November 22, 2002

FORM 4

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

OMB APPROVAL

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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

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

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| 1. Name and Address of Reporting Person* Villas, John D. (Last) (First) (Middle) 3500 Lyman Boulevard (Street) Chaska, MN 55318 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol Entegris, Inc. (ENTG) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Chief Financial Officer Other (specify below) | | | | | | | | | |
|---|--|--|---|--|--|--|---|--|---|--|--|--|--|--|-----------------------------------|--|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year November 21, 2002 | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | | | | | | |
| | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | | | | | | | | | | |
| 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 & 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Ownership (Instr. 4) | |
| Common Stock | | | | | | | | | | | 186,733 | | D | | | |
| Common Stock | | | | | | | | | | | 118,710 | | I | | by ESOP | |

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).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction Date | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form | 11. Nature of Indirect or Beneficial Ownership |
|---------------------------------|------------------------------------|---------------------|-----------------------------------|---------------------|------------------------------------|--|--|--|---|--------------------|--|
|---------------------------------|------------------------------------|---------------------|-----------------------------------|---------------------|------------------------------------|--|--|--|---|--------------------|--|

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| (Instr. 3) | Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | (Instr. 8) | | Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | Year | | (Instr. 3 & 4) | | Owned Following Reported Transaction(s) (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) | |
|-----------------------------|---------------------|------------------|-------------------------|------------|---|--|-----|------------------|-----------------|----------------|----------------------------|---|--|------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$3.15 | 11/21/02 | | S | | 10,000 | (1) | | 12/11/07 | Common Stock | 107,830 | \$10.00 | 107,830 | D | |
| Stock Option (Right to Buy) | \$3.15 | 11/21/02 | | S | | 4,870 | (2) | | 2/11/08 | Common Stock | 5,000 | \$10.00 | 5,000 | D | |
| Stock Option (Right to Buy) | \$9.63 | | | | | | (3) | | 9/18/10 | Common Stock | 25,000 | | 25,000 | D | |
| Stock Option (Right to Buy) | \$9.63 | | | | | | (4) | | 9/18/10 | Common Stock | 25,000 | | 25,000 | D | |
| Stock Option (Right to Buy) | \$8.38 | | | | | | (5) | | 11/26/10 | Common Stock | 35,000 | | 35,000 | D | |
| Stock Option (Right to Buy) | \$11.00 | | | | | | (6) | | 7/11/10 | Common Stock | 300 | | 300 | D | |
| Stock Option (Right to Buy) | \$8.04 | | | | | | (7) | | 10/15/11 | Common Stock | 70,000 | | 70,000 | D | |
| Stock Option (Right to Buy) | \$5.90 | | | | | | (8) | | 10/15/12 | Common Stock | 75,000 | | 75,000 | D | |

Explanation of Responses:

(1) 100% vested.

(2) 100% vested.

(3) 12,500 shares are exercisable; the remaining shares will become exercisable as follows: 6,250 shares on each of August 19, 2003 and 2004.

(4) 12,500 shares are exercisable; the remaining 12,500 shares will be exercisable as follows: (i) 6,250 shares on July 10, 2003; and (ii) 6,250 shares on July 10, 2004.

(5) 8,750 shares are exercisable; an additional 8,750 shares will vest on each of November 27, 2002, 2003, and 2004.

(6) 100% vested.

(7) 17,500 shares are exercisable; an additional 17,500 shares will become exercisable on each of October 15, 2003, 2004, and 2005.

(8) This option will become exercisable with respect to 25% of the shares on each of October 15, 2003, 2004, 2005, and 2006.

By: /s/ **Lori Cameron**

Attorney-in-Fact for John D. Villas

**Signature of Reporting Person

November 22, 2002

Date

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**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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