

PANDRAUD JEAN MARC
Form 4
August 09, 2005

FORM 4

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

OMB APPROVAL

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

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, 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 *
PANDRAUD JEAN MARC

(Last) (First) (Middle)
100 WALTHAM STREET
(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2005

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)
Executive Vice President & COO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 08/06/2005 | | A | | 84,940 | A | 11 84,940 |
| | | | | | | 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)

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| 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 Number Shares |
| Employee Stock Option (right to buy) | \$ 11.12 | 08/06/2005 | | A | | 83,400 | | <u>(2)</u> | 12/04/2010 | Common Stock | 83,400 |
| Employee Stock Option (right to buy) | \$ 4.89 | 08/06/2005 | | A | | 97,300 | | <u>(4)</u> | 12/18/2009 | Common Stock | 97,300 |
| Employee Stock Option (right to buy) | \$ 8.35 | 08/06/2005 | | A | | 62,550 | | <u>(6)</u> | 11/29/2008 | Common Stock | 62,550 |
| Employee Stock Option (right to buy) | \$ 10.79 | 08/06/2005 | | A | | 145,950 | | <u>(8)</u> | 08/10/2008 | Common Stock | 145,950 |
| Employee Stock Option (right to buy) | \$ 10.79 | 08/06/2005 | | A | | 695 | | <u>(10)</u> | 08/10/2007 | Common Stock | 695 |
| Employee Stock Option (right to buy) | \$ 6.1 | 08/06/2005 | | A | | 51,182 | | <u>(12)</u> | 12/07/2010 | Common Stock | 51,182 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PANDRAUD JEAN MARC 100 WALTHAM STREET | | | Executive Vice President & COO | |

LEXINGTON, MA 02421

Signatures

/s/ Jean-Marc
Pandraud

08/08/2005

__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).
Received in exchange for 61,108 shares of Mykrolis Corporation common stock in connection with the merger of Mykrolis Corporation into Eagle DE, Inc. pursuant to Agreement and Plan of Merger, dated March 21, 2005 (the "Merger"); pursuant to the Merger Eagle DE, Inc. changed its name to Entegris, Inc.
- (1) This option vested 25% on 12/4/2004 and thereafter quarterly in equal installments.
- (2) Received in the Merger in exchange for an employee stock option to acquire 60,000 shares of Mykrolis Corporation at a price of \$15.46 per share.
- (3) This option vested 25% on 12/18/2003 and thereafter quarterly in equal installments.
- (4) Received in the Merger in exchange for an employee stock option to acquire 70,000 shares of Mykrolis Corporation at a price of \$6.80 per share.
- (5) This option vested 25% on 11/29/2002 and thereafter quarterly in equal installments.
- (6) Received in the Merger in exchange for an employee stock option to acquire 45,000 shares of Mykrolis Corporation at a price of \$11.60 per share.
- (7) This option vested 25% on 8/10/2002 and thereafter quarterly in equal installments.
- (8) Received in the Merger in exchange for an employee stock option to acquire 105,000 shares of Mykrolis Corporation at a price of \$15.00 per share.
- (9) This option vested 33% on 8/10/2002 and thereafter quarterly in equal installments.
- (10) Received in the Merger in exchange for an employee stock option to acquire 500 shares of Mykrolis Corporation at a price of \$15.00 per share.
- (11) This option is fully vested .
- (12) Received in the Merger in exchange for an employee stock option to acquire 36,822 shares of Mykrolis Corporation at a price of \$8.48 per share.
- (13)

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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