

ENTEGRIS INC
Form 4
November 13, 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**

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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*			2. Issuer Name and Ticker or Trading Symbol Entegris, Inc. (ENTG)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Dauwalter, James E. (Last) (First) (Middle) 3500 Lyman Boulevard (Street) Chaska, MN 55318 (City) (State) (Zip)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year November 12, 2002		<input checked="" type="checkbox"/> Director — 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) Chief Executive Officer, President, and Director	
					5. If Amendment, Date of Original (Month/Day/Year)		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	
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 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/12/02		G V	300,000 D N/A	615,337	D	by trust	
Common Stock					165,000	I	by Security Charitable Remainder Unitrust	
Common Stock	11/12/02		G V	300,000 A N/A	940,333	I	by family members	
Common Stock					2,250,000	I	by Carville Company, LP ⁽¹⁾	
Common Stock					50,354	I	by family foundation	
Common Stock					280,161	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 (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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to Buy)	\$3.15							(2) 12/11/07		Common Stock	294,574		294,574	D	
Stock Option (Right to Buy)	\$3.15							(3) 2/11/08		Common Stock	220,006		200,006	D	
Stock Option (Right to Buy)	\$9.63							(4) 9/18/10		Common Stock	30,000		30,000	D	
Stock Option (Right to Buy)	\$9.63							(5) 9/18/10		Common Stock	35,000		35,000	D	
Stock Option (Right to Buy)	\$8.38							(6) 11/26/10		Common Stock	90,000		90,000	D	
Stock Option (Right to Buy)	\$11.00							(7) 7/11/10		Common Stock	300		300	D	
Stock Option (Right to Buy)	\$8.04							(8) 10/15/11		Common Stock	135,000		135,000	D	
Stock Option (Right to Buy)	\$5.90							(9) 10/15/12		Common Stock	130,000		130,000	D	

Explanation of Responses:

(1) Carville Company, LP is a grantor retained annuity trust and was formed as part of a series of transactions for estate planning purposes.

(2) 100% vested.

(3) 100% vested.

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(4) 15,000 shares vested; an additional 7,500 shares will vest on each of August 19, 2003 and 2004.

(5) 17,500 shares are exercisable; an additional 8,750 shares will vest on each of July 10, 2003 and 2004.

(6) 22,500 shares are exercisable; an additional 22,500 shares will vest on each of November 27, 2002, 2003, and 2004.

(7) 100% vested.

(8) 33,750 shares are exercisable; an additional 33,750 shares will become exercisable on each of October 15, 2003, 2004, and 2005.

(9) 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 James E. Dauwalter

**Signature of Reporting Person

November 12, 2002

Date

**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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