

ENTEGRIS INC
Form 4
August 08, 2005

FORM 4

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

OMB APPROVAL

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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 *
WALCOTT PETER W

(Last) (First) (Middle)
25 LOWELL ROAD
(Street)

WELLESLEY, MA 02481

(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
X Officer (give title below) ___ Other (specify below)
Senior V.P. & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
			Code	V Amount (D) Price			
Common Stock	08/06/2005		A	45,592 A 11 45,592		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 or Number of Shares
Employee Stock Option (right to buy)	\$ 11.12	08/06/2005		A		69,500		<u>(2)</u>	12/04/2011	Common Stock	69,500
Employee Stock Option (right to buy)	\$ 4.89	08/06/2005		A		76,450		<u>(3)</u>	12/18/2009	Common Stock	76,450
Employee Stock Option (right to buy)	\$ 8.35	08/06/2005		A		55,600		<u>(5)</u>	11/29/2008	Common Stock	55,600
Employee Stock Option (right to buy)	\$ 10.79	08/06/2005		A		97,300		<u>(7)</u>	08/10/2008	Common Stock	97,300
Employee Stock Option (right to buy)	\$ 10.79	08/06/2005		A		695		<u>(7)</u>	08/10/2007	Common Stock	695
Employee Stock Option (right to buy)	\$ 3.84	08/06/2005		A		7,111		<u>(7)</u>	12/10/2008	Common Stock	7,111
Employee Stock Option (right to buy)	\$ 4.66	08/06/2005		A		14,522		<u>(7)</u>	12/09/2009	Common Stock	14,522
	\$ 6.1	08/06/2005		A		22,645		<u>(7)</u>	12/07/2010		22,645

Employee
Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALCOTT PETER W 25 LOWELL ROAD WELLESLEY, MA 02481			Senior V.P. & General Counsel	

Signatures

/s/ Peter W.
Walcott

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).
 - (1) Received in exchange for 32,800 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.
 - (2) This option, which vested 25% on 12/4/2004 and thereafter quarterly in 12 equal installments.
 - (3) This option, which vested 25% on 12/18/2003 and thereafter quarterly in 12 equal installments.
 - (4) Received in the Merger in exchange for an employee stock option to acquire 55,000 shares of Mykrolis Corporation at a price of \$6.80 per share.
 - (5) This option, which vested 25% on 11/29/2002 and thereafter quarterly in 12 equal installments.
 - (6) Received in the Merger in exchange for an employee stock option to acquire 40,000 shares of Mykrolis Corporation at a price of \$11.60 per share.
 - (7) Fully Vested
 - (8) Received in the Merger in exchange for an employee stock option to acquire 70,000 shares of Mykrolis Corporation at a price of \$15.00 per share.
 - (9) 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.
 - (10) Received in the Merger in exchange for an employee stock option to acquire 5116 shares of Mykrolis Corporation at a price of \$5.33 per share.
 - (11) Received in the Merger in exchange for an employee stock option to acquire 10,448 shares of Mykrolis Corporation at a price of \$6.47 per share.
 - (12) Received in the Merger in exchange for an employee stock option to acquire 16,292 shares of Mykrolis Corporation at a price of \$8.48 per share.
 - (13) Received in the Merger in exchange for an employee stock option to acquire 50,000 shares of Mykrolis Corporation at a price of \$8.00 per share.

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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