Morris Gregory Colburn Form 4/A December 14, 2010

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

*See* Instruction 1(b).

1(0).

(Print or Type Responses)

1. Name and Adda Morris Gregory	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol ENTEGRIS INC [ENTG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chech an approach)		
22330 WYBENGA LANE		Ξ	(Month/Day/Year) 11/08/2010	Director 10% Owner _X_ Officer (give title Other (specification) below)  Vice President, GM, Field Ops		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
NUEVO, CA 9	92567		11/09/2010	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	ly 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) our Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/08/2010		Code V M	Amount 30,000	(D)	Price \$ 1.13	107,616 (1)	D	
Common Stock	11/08/2010		S	30,000	D	\$ 6.5726 (2) (3)	77,616 <u>(1)</u>	D	
Common Stock	11/08/2010		M	3,500	A	\$ 2.1	81,116 (1)	D	
Common Stock	11/08/2010		S	3,500	D	\$ 6.5 (2)	77,616 <u>(1)</u>	D	
Common Stock	11/08/2010		S	18,457	D	\$ 6.5528	59,159	D	

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(2) (4)

Common Stock 16,822 I By 401k Plan

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. Transaction Code (Instr. 8)	5. Number of or 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)	\$ 1.13	11/08/2010		M	30,000	<u>(5)</u>	02/19/2016	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 2.1	11/08/2010		M	3,500	<u>(7)</u>	12/16/2015	Common Stock	3,500

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Morris Gregory Colburn 22330 WYBENGA LANE NUEVO, CA 92567

Vice President, GM, Field Ops

**Signatures** 

Peter W. Walcott, Attorney-In-Fact for Gregory C.
Morris

12/14/2010

\*\*Signature of Reporting Person Date

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## **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).
- This amendment is to correct an overstatement in the Table 1, Item 5 Amount of Securities Beneficially Owned that were previously reported in the Reporting Person's November 9, 2010 Form 4 as amended.
- (2) These shares were sold pursuant to a Rule 10b5-1 Trading Plan established by the Reporting Person on May 17, 2010.
  - 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
- (3) dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$6.50 to \$6.65 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
- (4) dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$6.50 to \$6.60, 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.
- (5) The option is exercisable in three equal annual installments. The first installment became exercisable on 2/19/2010 and the next two installments become exercisable on 2/19/2011 and 2/19/2012.
- (6) These options were granted pursuant to an employee stock option plan that provides for the grant of options in consideration of services as an employee.
- (7) This option is exercisable in four equal annual installments. The first installment became exercisable on 12/16/2009 and the next three installments become exercisable on 12/16/2010, 12/16/2011 and 12/16/2012.

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.