

ENTEGRIS INC
Form 4
February 22, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Murphy John J

(Last) (First) (Middle)

C/O ENTEGRIS, INC., 129
CONCORD ROAD

(Street)

BILLERICA, MA 01821

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2017

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)

SVP, Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/19/2017		F		1,541	D	\$ 21.95	67,208	D
Common Stock	02/21/2017		M		5,290	A	\$ 9.88	72,498	D
Common Stock	02/21/2017		F		3,311	D	\$ 22.15	69,187	D
Common Stock	02/21/2017		M		5,446	A	\$ 11.71	74,633	D
Common Stock	02/21/2017		F		3,713	D	\$ 22.15	70,920	D

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Common Stock	02/21/2017	M	4,121	A	\$ 13.49	75,041	D
Common Stock	02/21/2017	F	3,033	D	\$ 22.15	72,008	D
Common Stock	02/22/2017	S	4,800	D	\$ <u>(1)</u> 22.125	67,208	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.88	02/21/2017		M		5,290		<u>(2)</u>	02/19/2020	Common Stock	5,290
Employee Stock Option (Right to Buy)	\$ 11.71	02/21/2017		M		5,446		<u>(3)</u>	02/19/2021	Common Stock	5,446
Employee Stock Option (Right to Buy)	\$ 13.49	02/21/2017		M		4,121		<u>(4)</u>	02/19/2022	Common Stock	4,121

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy John J C/O ENTEGRIS, INC. 129 CONCORD ROAD BILLERICA, MA 01821			SVP, Human Resources	

Signatures

/s/ Sue Lee, Attorney-In-Fact for John Murphy	02/22/2017
**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).

- 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 Secretaries & Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$22.05 to \$22.20, 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.
- (1) This option is fully vested.
 - (2) This option vests in four equal annual installments. The first three installments became exercisable on February 19, 2015. February 19, 2016 and February 19, 2017, respectively. The last installment becomes exercisable on February 19, 2018.
 - (3) This option vests in four equal annual installments. The first two installments became exercisable on February 19, 2016 and February 19, 2017, respectively. The remaining installments become exercisable on February 19, 2018 and February 19, 2019, respectively.
 - (4) This option was granted pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration of services as an employee.
 - (5)

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.