

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person *<br><u>GRAVES GREGORY B</u><br><br>(Last) (First) (Middle)<br><u>4613 DREXEL AVE. S.</u><br><br>(Street)<br><u>EDINA MN 55424</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ENTEGRIS INC [ ENTG ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/19/2017</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><u>EVP &amp; CFO</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                              |   | 7,743   | D          | \$21.95                  | 84,080  | D  |   |
| Common Stock                    | 02/21/2017                           |  | M                              |   | 72,954  | A          | \$11.71                  | 157,034   | D  |   |
| Common Stock                    | 02/21/2017                           |  | s <sup>(1)</sup>               |   | 72,954  | D          | \$22.064 <sup>(3)</sup>  | 84,080  | D  |   |
| Common Stock                    | 02/21/2017                           |  | M                              |   | 18,948  | A          | \$9.88                   | 103,028   | D  |   |
| Common Stock                    | 02/21/2017                           |  | s <sup>(2)</sup>               |   | 18,948  | D          | \$22.0649 <sup>(4)</sup> | 84,080  | D  |   |
| Common Stock                    | 02/21/2017                           |  | S                              |   | 9,217   | D          | \$22.0177 <sup>(5)</sup> | 74,863  | D  |   |
| Common Stock                    | 02/21/2017                           |  | S                              |   | 14,217  | D          | \$22.0655 <sup>(4)</sup> | 60,646  | D  |   |

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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Employee Stock Option (Right to Buy)       | \$11.71  | 02/21/2017                           |  | M                              |   |  | 72,954 | <sup>(6)</sup>   | 02/19/2021      | Common Stock  | 72,954                     | <sup>(7)</sup>                             | 24,318   | D   |  |
| Employee Stock Option (Right to Buy)       | \$9.88   | 02/21/2017                           |  | M                              |   |  | 18,948 | <sup>(8)</sup>   | 02/19/2020      | Common Stock  | 18,948                     | <sup>(7)</sup>                             | 0  | D   |  |

Explanation of Responses:

1. These shares were sold pursuant to a Rule 10b5-1 Trading Plan established by the Reporting Person on November 29, 2016.
2. These shares were sold pursuant to a Rule 10b5-1 Trading Plan established by the Reporting Person on August 19, 2016.
3. The price 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 \$21.85 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.
4. The price 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 \$21.90 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.
5. The price 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 \$21.90 to \$22.10 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.
6. This options vests in four equal 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.
7. This option was granted pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration of services as an employee.
8. This option is fully vested.

Remarks:

/s/ Sue Lee, Attorney-In-Fact      02/22/2017  
for Gregory Graves  
\*\* Signature of Reporting Person      Date

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).

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**