SEC Form 4

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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

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 OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Add Shaner Will	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>ENTEGRIS INC</u> [ENTG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
,				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Oncer (give true Other (specify below)
C/O ENTEGR	· · ·	(initiality)	02/27/2018	SVP & GM, AMH
129 CONCOF	RD ROAD			
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		01001		X Form filed by One Reporting Person
BILLERICA	MA	01821		Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

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. Transa Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		(Monthi/Day/rear)	8) Code	(A) or		Price	Reported Transaction(s) (Instr. 3 and 4)	() (
Common Stock	02/27/2018		М		24,353	A	\$9.27	87,913	D	
Common Stock	02/27/2018		F		14,464	D	\$33.7	73,449	D	
Common Stock	02/28/2018		S		8,714	D	\$33.7307(1)	64,735	D	
Common Stock	02/28/2018		S		1,175	D	\$33.5174(2)	63,560	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

		cise (Month/Day/Year) if any Code (Instr. Derivative (Month/Day/Year) Underlying Security Securities Form: Beneficial													
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date	Execution Date, if any	Transa		of		Expiration Date		of Securities		Derivative Security	derivative	Ownership	of Indirect
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$9.27	02/27/2018		М			24,353	(3)	02/19/2019	Common Stock	24,353	\$0 ⁽⁴⁾	0	D	

Explanation of Responses:

1. 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 and Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$33.50 to \$34.00, 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.

2. 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 and Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$33.50 to \$33.625, 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.

3. This option is fully vested.

4. This option was granted pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration of services of an employee.

Remarks:

<u>/s/ Sue Lee, Attorney-In-Fact</u> for William Shaner

03/01/2018

** 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.