SEC Form 4

П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

to

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

ONB Number:	3235-0287
Estimated average burder	ı
hours per response:	0.5

1. Name and Addre	ss of Reporting Person REGORY B	n*	2. Issuer Name and Ticker or Trading Symbol <u>ENTEGRIS INC</u> [ENTG]		ionship of Reporting Pers all applicable) Director	on(s) to Issuer 10% Owner	
(Last) 4613 DREXEL	ast) (First) (Middle) 513 DREXEL AVE. S.		3. Date of Earliest Transaction (Month/Day/Year) 10/05/2016	X	Officer (give title below) EVP & CF	Other (specify below)	
(Street) EDINA MN 55424			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicat Line) X Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)			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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(
Common Stock	10/05/2016		М		18,948	Α	\$9.88	98,939	D	
Common Stock	10/05/2016		S ⁽¹⁾		18,948	D	\$17.5018 ⁽²⁾	79,991	D	
Common Stock	10/05/2016		S ⁽¹⁾		5,000	D	\$17.5	74,991	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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Owned	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)	\$9.88	10/05/2016		М			18,948	(3)	02/19/2020	Common Stock	18,948	(4)	18,948	D	

Explanation of Responses:

1. These shares were sold pursuant to a Rule 10b5-1 Trading Plan established by the Reporting Person on August 19, 2016.

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 & Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$17.50 to \$17.53 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 vests in four equal annual installments. The first three installments became exercisable on February 19, 2014, February 19, 2015 and February 19, 2016, respectively. The last installment becomes exercisable on February 19, 2017.

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

Remarks:

/ Sue Lee, Attorney-In-Fact

10/07/2016

for Gregory B. 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.