## 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

OMB Number: 3235-0287

OMB APPROVAL

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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 Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Address of Reporting Person*					suer Name <b>and</b> Ticker	or Trac	ling Symbol		6. Relationship of Reporting Person(s)						
Dauwalter, James E.					egris, Inc. (ENTG)				to Issuer (Check all applicable)  X Director 10% Owner						
(Last)	(First)	(Middle)		3. I.F	R.S. Identification Nur	nber	4. Statement fo	or	X Officer (give title below)Other (specify below)						
(====)	(=====)	()			eporting Person,		Month/Day/Ye				, ,				
3500 Lyman Bou	ılevard			if an	entity (voluntary)		November 25,	2002	Chief Executive Off	ficer, Preside	nt, and Director				
	(Street)						5. If Amendme	ant	7 Individual or Joint	/Croup Filing	r (Check Applicable Line)				
	(Sueet)						Date of Origin		7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person						
Chaska, MN 553	318						(Month/Day/Y		Form filed by More than One Reporting Person						
(City)	(State)	(Zip)			Table I -	— Non-	Derivative Sec	curities	Acquired, Disposed of, or Beneficially Owned						
1. Title of	2. Trans-	2A. Deemed		1S-	4. Securities Acquire	d (A) oı	r Disposed of	5. Amo	ount of	6. Owner-	7. Nature of Indirect				
Security action Execution ac					(D)	Securit			ship Form:	Beneficial Ownership					
(Instr. 3)	Date (Month/	Date,	Code		(Instr. 3, 4 & 5)		Benefi		Direct (D)	(Instr. 4)					
	Day/	if any (Month/Day/	(Instr.	<del></del>	1 4 (4)		1 5:	4	l Follow-	or Indirect					
	Year)	ar) (Month/Day/ Year) Code		· V	Amount	(A)	Price	ing Rej	ported ctions(s)	(I) (Instr. 4)					
						or (D)		(Instr. 3	` '	(1113(11. 4)					
Common Stock	11/25/02		G	$\forall v$	6,000	D	N/A	`	,						
					,,,,,										
Common Stock	11/25/02		G	V	294,000	D	N/A		315,337	D	by trust				
Common Stock	11/25/02		G	V	6,000	D	N/A								
Common Stock	11/25/02		G	V	294,000	D	N/A		640,333	I	by family members				
Common Stock									2,250,000	I	by Carville Company, LP <sup>(1)</sup>				
Common Stock	11/25/02		G	V	294,000	A	N/A								
Common Stock	11/25/02		G	v	294,000	A	N/A								
Common Stock	11/25/02		G	V	12,000	A	N/A		600,000	I	by Carville Company II, LP <sup>(2)</sup> .				
Common Stock	11/25/02		G	V	6,000	A	N/A								
Common Stock	11/25/02		G	V	6,000	A	N/A								
Common Stock	11/25/02		G	V	12,000	D	N/A		0	I	JJD Industries, LLC <sup>(3)</sup>				
Common Stock									50,354	I	by family foundation				
Common Stock									280,161	I	by ESOP				

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

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FORM 4 (	continued)	)	T	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned										
	(e.g., puts, calls, warrants, options, convertible securities)													
1. Title of	2. Conver-	3.	3A.	4.	5. Number of D	6. Date		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature	
Derivative	sion or	Trans-	Deemed	Trans-	Securities Acqu	Exercis	able	of Underlying		Derivative	Derivative	Owner-	of Indirect	
Security	Exercise	action	Execution	action	Disposed of (D	and Ex	piration	Securities		Security	Securities	ship	Beneficial	
	Price of Date Date, Code		Date (In		(Instr. 3 & 4)		(Instr. 5)	Beneficially	Form	Ownership				
(Instr. 3)	Security (Month/ (Instr.		)	(Month/Day/					Owned	of	(Instr. 4)			
			I.	(Instr.			Year)					Following	Deriv-	
			Day/ Year)	8)			1					Reported	ative	
		'		Code V	(A)	(D)	Date	Expira-	Title	Amount	1	Transaction(s)	Security:	
					`´	`´	Exer-	tion		or		(Instr. 4)	Direct	
							cisable	Date		Number			(D)	

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

						of Shares		or Indirect	
								(I) (Instr. 4)	
Stock Option (Right to Buy)	\$3.15			(4)	Common Stock	294,574	294,57	4 D	
Stock Option (Right to Buy)	\$3.15			<u>(5)</u>	Common Stock	220,006	200,000	6 D	
Stock Option (Right to Buy)	\$9.63			<u>(6)</u> .	Common Stock	30,000	30,000	D	
Stock Option (Right to Buy)	\$9.63			(Z).	Common Stock	35,000	35,000	D	
Stock Option (Right to Buy)	\$8.38			(8)	Common Stock	90,000	90,000	D	
Stock Option (Right to Buy)	\$11.00			(9)	Common Stock	300	30	) D	
Stock Option Right to Buy)	\$8.04			(10)	Common Stock	135,000	135,00	D D	
Stock Option (Right to Buy)	\$5.90			<u>(11)</u>	Common Stock	130,000	130,000	) D	

**Explanation of Responses:** 

- (1) Carville Company, LP is a grantor retained annuity trust and was formed as part of a series of transactions for estate planning purposes.
- (2) Carville Company II, LP is a grantor retained annuity trust and was formed as part of a series of transactions for estate planning purposes.
- (3) JJD Industries, LLC was formed as a part of a series of transactions for estate planning purposes.
- (4) 100% vested.
- (5) 100% vested.
- (6) 15,000 shares vested; an additional 7,500 shares will vest on each of August 19, 2003 and 2004.
- (7) 17,500 shares are exercisable; an additional 8,750 shares will vest on each of July 10, 2003 and 2004.
- (8) 22,500 shares are exercisable; an additional 22,500 shares will vest on each of November 27, 2002, 2003, and 2004.
- (9) 100% vested.
- (10) 33,750 shares are exercisable; an additional 33,750 shares will become exercisable on each of October 15, 2003, 2004, and 2005.
- (11) This option will become exercisable with respect to 25% of the shares on each of October 15, 2003, 2004, 2005, and 2006.

By: /s/ <u>Lori Cameron</u>
Attorney-in-Fact for James E. Dauwalter
\*\*Signature of Reporting Person

**November 27, 2002**Date

\*\*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.

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