SEC Form 4

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

Estimated average burden hours per response: 0.5

1. Name and Addres <u>GRAVES GR</u>	ss of Reporting Persor EGORY B	* 1	2. Issuer Name and Ticker or Trading Symbol <u>ENTEGRIS INC</u> [ENTG]	(Check	ionship of Reporting Perso all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify
(Last) (First) (Mid 4613 DREXEL AVE. S.		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2013	Х	below) Exec. V.P. & C	below)
(Street) EDINA	MN	55424	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (Form filed by One Report	
(City)	(State)	(Zip)			Form filed by More than C Person	Dne Reporting

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)	tion Date, Transaction Disposed Of (D) (Instr. 3, 4 and 5 Code (Instr.			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)		(1130.4)
Common Stock	01/04/2013		М		25,819	A	\$5.4	117,248	D	
Common Stock	01/04/2013		S		25,819 ⁽¹⁾	D	\$9.4605 ⁽²⁾	91,429	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 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)	\$5.4	01/04/2013		М			25,819	(3)	02/19/2017	Common Stock	25,819	(4)	25,819	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, 2012.

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 Securities & Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$9.41 to \$9.57, 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 exercisable in three equal annual installments. The first installment became exercisable on February 19, 2011, the second installment became exercisable on February 19, 2012 and the third installment becomes exercisable on February 19, 2013.

4. These options were awarded pursuant to a stock option plan that provides for the award of options in consideration of services as an employee.

Remarks:

/s/Peter W. Walcott, Attorney-In-Fact for Gregory B. Graves

01/08/2013

** 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.