## FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**OMB APPROVAL** 

Filed By Romeo and Dye's Section 16 Filer www.section16.net

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*					Issuer Name and Tantegris, Inc. (ENTC		ading Sym		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Geyer, Stan									X Director		10% Owner			
(Last) <b>3500 Lyman B</b> o	(First)	(Middle)		of	I.R.S. Identification f Reporting Person, an entity (voluntary		4. Statement for Month/Day/Year December 19, 2002		_ Officer (gi	ive title belo	w) _ Other (specify below)			
	(Street	t)					Date of			7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person				
Chaska, MN 55	318						(Month/	Day/Year)	Form filed by More than One Reporting Person					
(City	y) (State	e) (Zip)		İ	Tab	le I — Noi	ı-Derivati	ve Securities	Acquired, Disposed of, or Beneficially Owned					
	2. Trans- action Date (Month/ Day/	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code (Instr. 8	3)	4. Securities Acquir of (D) (Instr. 3, 4 & 5)	. ,	•	5. Amount of Securities Beneficially Owned Follo			7. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Year)				Amount	(A) or (D)	Price	ing Reported Transactions( (Instr. 3 & 4)	(s)	(I) (Instr. 4)				
Common Stock									493,121	D	by trust			
Common Stock									15,000	I	by SBCA Charitable Remainder Unitrust			
Common Stock									338,918	I	by family members			
Common Stock									400,000	I	by Transend Company, LP(1).			
Common Stock	12/19/02		G	v	2,000	A	N/A		32,925	I	by family foundation			
Common Stock									150,000	I	by Transend Company II, LP <sup>(2)</sup> .			
Common Stock									291,878	I	by ESOP			

\$9.63

Stock

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FURW 4	(Continued)	,				[ - Derivativ its, calls, wa						lencially v	Jwileu		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	action Date	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans-		5. Number of Derivative		6. Date Exercisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	Owner- ship Form of Deriv- ative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		(Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Stock Option (right to buy)	\$ 3.15	5						<u>(3)</u> .	12/11/07	Common Stock	294,574		294,574	D	
Stock Option (right to buy)	\$3.15	5						(4).	2/11/08	Common Stock	254,744		254,744	D	

9/18/10 Common

30,000

30,000

D

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

Option (right to buy)				<u>(5)</u>		Stock				
Stock Option (right to buy)	\$8.38			<u>(6)</u>	1	Common Stock	90,000	90,000	D	
Stock Option (right to buy)	\$ 11.00			(7)		Common Stock	300	300	D	
Stock Option (right to buy)	\$8.04			<u>(8)</u>	1	Common Stock	120,000	120,000	D	
Stock Option (right to buy)	\$ 5.90			<u>(9)</u>		Common Stock	100,000	100,000	D	

Explanation of Responses:

- (1) Transend Company, LP is a grantor retained annuity trust and was formed as a part of a series of transactions for estate planning purposes.
- (2) Transend Company II, LP is a grantor retained annuity trust and was formed as a part of a series of transactions for estate planning purposes.
- (3) 100% vested
- (4) 100% vested
- (5) 15,000 shares are exercisable; 7,500 additional shares will become exercisable on each of August 19, 2003 and 2004.
- (6) 45,000 shares are exercisable; an additional 22,500 shares will vest on each of November 27, 2003 and 2004.
- (7) 100% vested
- (8) 30,000 shares are exercisable; 30,000 additional shares will become exercisable on each of October 15, 2003, 2004 and 2005.
- (9) 25,000 shares will become exercisable on each of October 15, 2003, 2004, 2005 and 2006.

By: /s/ <u>Lori Cameron</u> Attorney-in-Fact for Stan Geyer \*\*Signature of Reporting Person <u>February 4, 2003</u>

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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