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

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OMB APPROVAL

| 1. Name and Address of Reporting Person* | | | | uer | Name and Ticker or Tra | ading Syr | nbol | 6. Relationship of Reporting Person(s) | | | | | |
|--|-------------------------------|----------------------|------------|---------|--------------------------|-----------|----------------|---|-----------------|-----------------------|--|--|--|
| | | | Ente | gris | s, Inc. (ENTG) | | | to Issuer (Check all applicable) | | | | | |
| Villas, John D. | | | | | | | | _ Director | 10% Ov | vner | | | |
| (Last) | (First) (| Middle) | 3. I.R | l.S. | Identification Number | 4. State | ement for | $\underline{\mathbf{X}}$ Officer (give title below) | _ Other (sp | ecify below) | | | |
| | | | of Re | por | ting Person, | Month | /Day/Year | | | | | | |
| 3500 Lyman Boulevard | | | | enti | ty (voluntary) | Novem | ber 21, 2002 | Chief Financial Officer | | | | | |
| | | | | | | | | | | | | | |
| (Street) | | | | | | 5. If A | mendment, | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| | | | | | | Date of | f Original | $\underline{\mathbf{X}}$ Form filed by One Reporting Person | | | | | |
| Chaska, MN 55318 | | | | | | | n/Day/Year) | _ Form filed by More than One Reporting Person | | | | | |
| | | | | | | | | | | | | | |
| (City) | (State) | (Zip) | | | Table I — No | n-Deriva | tive Securitie | Acquired, Disposed of, or Beneficially Owned | | | | | |
| 1. Title of Security | 2. Trans- | 2A. Deemed | 3. Trans- | | 4. Securities Acquired (| A) or Dis | sposed of (D) | 5. Amount of | 6. Owner- | 7. Nature of Indirect | | | |
| (Instr. 3) | action | Date, | ction Code | | (Instr. 3, 4 & 5) | 9 | | Securities | ship Form: | Beneficial Ownership | | | |
| | Date (Month/ Day/ Year) | | (Instr. 8) | str. 8) | | | | Beneficially | Direct (D) | (Instr. 4) | | | |
| | | | Code | V | Amount | (A) | Price | Owned Follow- | or Indirect (I) | | | | |
| | [Teal) | (Month/Day/ Year) | | | | or | | 0 1 | (Instr. 4) | | | | |
| | | rear) | | | | (D) | | (Instr. 3 & 4) | | | | | |
| Common Stock | | | | | | | | 186,733 | D | | | | |
| | | | | | | | | | | | | | |
| Common Stock | | | | | i | | | 118,710 | I | by ESOP | | | |
| | | | | | | | | | | · | | | |
| | 1 | 1 | | | 1 | | | | | | | | |

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

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FORM 4 (continued) 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 Derivative 6. Date 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature | | | | | | | | | | | | | | |
|--|------------|----------|-------------------|--------------|--------------|-----------------|------------------|----------|-------------|---------|------------|----------------|------------|-------------|
| Derivative | sion or | I | | 4. Trans- | | Acquired (A) or | Exercis | | | | Derivative | Derivative | Owner- | of Indirect |
| | 1 | 1 | | | | | | | | , 0 | 1 | Securities | 1 | Beneficial |
| Security | Exercise | action | Execution | | Disposed | (טו (טו) | and Exp | nation | Securities | | Security | 1 | ship | |
| (T2) | Price of | Date | | Code | (T | 1.0.5) | Date (Month/D | 1237/ | (Instr. 3 & | (4) | (Instr. 5) | Beneficially | Form | Ownership |
| (Instr. 3) | Derivative | (Month/ | if any (Month/ | , . | (Instr. 3, 4 | 1 & 5) | Year) | ay/ | | | | Owned | of D | (Instr. 4) |
| | Security | Day/ | Day/ | (Instr. | | | _ | | | | | Following | Deriv- | |
| | | Year) | Year) | 8) | | | | | | | | Reported | ative | |
| | | | | L | | | | | | |] | Transaction(s) | | |
| | | | | Code | (A) | (D) | Date | Expira- | Title | Amount | | (Instr. 4) | Direct | |
| | | | | | | | Exer- | tion | | or | | | (D) | |
| | | | | | | | cisable | Date | | Number | | | or | |
| | | | | | | | | | | of | | | Indirect | |
| | | | | | | | | | | Shares | | | (I) | |
| | | | | | | | | | | | | | (Instr. 4) | |
| Stock Option | \$3.15 | 11/21/02 | | S | | 10,000 | (1) | 12/11/07 | Common | 107,830 | \$10.00 | 107,830 | D | |
| (Right to | | | | | | | | | Stock | | | | | |
| Buy) | | | | | | | | | | | | | | |
| Stock Option | \$3.15 | 11/21/02 | | s | | 4,870 | (2) | 2/11/08 | Common | 5,000 | \$10.00 | 5,000 | D | |
| (Right to | 1 | | | | | ' | | | Stock | | | | | |
| Buy) | | | | | | | | | | | | | | |
| Stock Option | \$9.63 | | | | | | (3). | 9/18/10 | Common | 25,000 | | 25,000 | D | |
| (Right to | ψ5.05 | | | | | | _X=X | | Stock | 25,000 | 1 | 25,000 | " | |
| Buy) | | | | | | | | | Diock | | | | | |
| Stock Option | \$9.63 | | | | + | | (4). | 9/18/10 | Common | 25,000 | | 25,000 | D | |
| 1 - | 39.03 | 1 | | | | | (4). | | 1 | 25,000 | | 25,000 | ן ע | |
| (Right to | | | | | | | | | Stock | | | | | |
| Buy) | 40.00 | | | | | | (5) | 11/20/10 | | 2= 222 | | 27.000 | | |
| Stock Option | \$8.38 | | | | | | <u>(5)</u> | | Common | 35,000 | 1 | 35,000 | D | |
| (Right to | | | | | | | | | Stock | | | | | |
| Buy) | | | | | | | | | | | | | | |
| Stock Option | \$11.00 | | | | | | <u>(6)</u> | 7/11/10 | Common | 300 | | 300 | D | |
| (Right to | | | | | | | | | Stock | | | | | |
| Buy) | | | | | | | | | | | | | | |
| Stock Option | \$8.04 | | | \Box | | | .(7). | 10/15/11 | Common | 70,000 | | 70,000 | D | |
| (Right to | | | | | | | | | Stock | ' | | | | |
| Buy) | | | | | | | | | | | | | | |
| 7 / | | | | | | | | | | | | | | |

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

| Stock Option | \$5.90 | - 1 | - 1 | 11 | <u>(8)</u> | 10/15/12 C | Common | 75,000 | 75,000 | D | |
|--------------|--------|-----|-----|----|------------|------------|--------|--------|--------|---|--|
| (Right to | | | | | | S | tock | | | | |
| Buy) | | | | | | | | | | | |

Explanation of Responses:

- (1) 100% vested.
- (2) 100% vested.
- (3) 12,500 shares are exercisable; the remaining shares will become exercisable as follows: 6,250 shares on each of August 19, 2003 and 2004.
- (4) 12,500 shares are exercisable; the remaining 12,500 shares will be exercisable as follows: (i) 6,250 shares on July 10, 2003; and (ii) 6,250 shares on July 10, 2004.
- (5) 8,750 shares are exercisable; an additional 8,750 shares will vest on each of November 27, 2002, 2003, and 2004.
- (6) 100% vested.
- (Z) 17,500 shares are exercisable; an additional 17,500 shares will become exercisable on each of October 15, 2003, 2004, and 2005.
- (8) 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> November 22, 2002
Attorney-in-Fact for John D. Villas

**Signature of Reporting Person

**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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