

ENTEGRIS INC  
Form 4  
August 08, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WALCOTT PETER W

(Last) (First) (Middle)  
25 LOWELL ROAD  
(Street)

WELLESLEY, MA 02481

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ENTEGRIS INC [ENTG]

3. Date of Earliest Transaction (Month/Day/Year)  
08/06/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Senior V.P. & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting 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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  |   |  |                                   |
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 08/06/2005                           |  | A                              |   | 45,592  | A  | 11 45,592                         |
|                                 |                                      |  |                                |   |   | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 11.12   | 08/06/2005                           |  | A                              |   | 69,500   |     | <u>(2)</u>  | 12/04/2011      | Common Stock | 69,500                     |
| Employee Stock Option (right to buy)       | \$ 4.89  | 08/06/2005                           |  | A                              |   | 76,450   |     | <u>(3)</u>  | 12/18/2009      | Common Stock | 76,450                     |
| Employee Stock Option (right to buy)       | \$ 8.35  | 08/06/2005                           |  | A                              |   | 55,600   |     | <u>(5)</u>  | 11/29/2008      | Common Stock | 55,600                     |
| Employee Stock Option (right to buy)       | \$ 10.79   | 08/06/2005                           |  | A                              |   | 97,300   |     | <u>(7)</u>  | 08/10/2008      | Common Stock | 97,300                     |
| Employee Stock Option (right to buy)       | \$ 10.79   | 08/06/2005                           |  | A                              |   | 695  |     | <u>(7)</u>  | 08/10/2007      | Common Stock | 695                        |
| Employee Stock Option (right to buy)       | \$ 3.84  | 08/06/2005                           |  | A                              |   | 7,111  |     | <u>(7)</u>  | 12/10/2008      | Common Stock | 7,111                      |
| Employee Stock Option (right to buy)       | \$ 4.66  | 08/06/2005                           |  | A                              |   | 14,522   |     | <u>(7)</u>  | 12/09/2009      | Common Stock | 14,522                     |
|  | \$ 6.1   | 08/06/2005                           |  | A                              |   | 22,645   |     | <u>(7)</u>  | 12/07/2010      |              | 22,645                     |

Employee  
Stock  
Option  
(right to  
buy)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| WALCOTT PETER W<br>25 LOWELL ROAD<br>WELLESLEY, MA 02481 |               |           | Senior V.P. & General Counsel |       |

## Signatures

/s/ Peter W.  
Walcott

08/08/2005

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Received in exchange for 32,800 shares of Mykrolis Corporation common stock in connection with the merger of Mykrolis Corporation into Eagle DE, Inc. pursuant to Agreement and Plan of Merger, dated March 21, 2005 (the "Merger"); pursuant to the Merger Eagle DE, Inc. changed its name to Entegris, Inc.
- (2) This option, which vested 25% on 12/4/2004 and thereafter quarterly in 12 equal installments.
- (3) This option, which vested 25% on 12/18/2003 and thereafter quarterly in 12 equal installments.
- (4) Received in the Merger in exchange for an employee stock option to acquire 55,000 shares of Mykrolis Corporation at a price of \$6.80 per share.
- (5) This option, which vested 25% on 11/29/2002 and thereafter quarterly in 12 equal installments.
- (6) Received in the Merger in exchange for an employee stock option to acquire 40,000 shares of Mykrolis Corporation at a price of \$11.60 per share.
- (7) Fully Vested
- (8) Received in the Merger in exchange for an employee stock option to acquire 70,000 shares of Mykrolis Corporation at a price of \$15.00 per share.
- (9) Received in the Merger in exchange for an employee stock option to acquire 500 shares of Mykrolis Corporation at a price of \$15.00 per share.
- (10) Received in the Merger in exchange for an employee stock option to acquire 5116 shares of Mykrolis Corporation at a price of \$5.33 per share.
- (11) Received in the Merger in exchange for an employee stock option to acquire 10,448 shares of Mykrolis Corporation at a price of \$6.47 per share.
- (12) Received in the Merger in exchange for an employee stock option to acquire 16,292 shares of Mykrolis Corporation at a price of \$8.48 per share.
- (13) Received in the Merger in exchange for an employee stock option to acquire 50,000 shares of Mykrolis Corporation at a price of \$8.00 per share.

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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