

ENTEGRIS INC
Form 4
February 26, 2016

FORM 4

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

OMB APPROVAL

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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 *
GRAVES GREGORY B

(Last) (First) (Middle)
4613 DREXEL AVE. S.

(Street)

EDINA, MN 55424

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. V.P. & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount (D) or Price (A)		
Common Stock	02/24/2016		A		27,440 (1)	A	\$ 0 (2)
					94,050	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)	\$ 12.2	02/24/2016		A	88,116	<u>(3)</u>	02/19/2023	Common Stock	88,116

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAVES GREGORY B 4613 DREXEL AVE. S. EDINA, MN 55424			Exec. V.P. & CFO	

Signatures

/s/ Peter W. Walcott, Attorney-In-Fact for Gregory B. Graves
02/26/2016

__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).

These shares are restricted stock units with restrictions that lapse over a four year period with respect to 25% of these shares per year,

(1) starting on February 19, 2017 and thereafter on February 19, 2018, February 19, 2019 and February 19, 2020, provided that, in the event that Mr. Graves leaves the employ of Entegris, Inc., all remaining restrictions on the restricted stock units will lapse on May 20, 2017.

(2) Awarded pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration of services as an employee.

The option vests in four equal annual installments starting on February 19, 2017 and thereafter on February 19, 2018, February 19, 2019

(3) and February 19, 2020, provided that, in the event that Mr. Graves leaves the employ of Entegris, Inc., all remaining restrictions on the options will lapse on May 20, 2017.

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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