

Murphy John J
Form 4
March 07, 2011

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Murphy John J

(Last) (First) (Middle)

129 CONCORD ROAD

(Street)

BILLERICA, MA 01821

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2011

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)

Sr. Vice President -HR

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/04/2011		M		10,000	A	\$ 1.13 106,930
Common Stock	03/04/2011		M		9,334	A	\$ 7.07 116,264
Common Stock	03/04/2011		M		16,531	A	\$ 5.4 132,795
Common Stock	03/04/2011		S		35,865	D	\$ 9.1262 96,930

(1)

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

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(9-02)

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. 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)	\$ 1.13	03/04/2011		M	10,000	<u>(2)</u> 02/19/2016	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 7.07	03/04/2011		M	9,334	<u>(4)</u> 02/21/2015	Common Stock 9,334
Employee Stock Option (Right to Buy)	\$ 5.4	03/04/2011		M	16,531	<u>(5)</u> 02/19/2017	Common Stock 16,531

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Murphy John J
129 CONCORD ROAD
BILLERICA, MA 01821

Sr. Vice President -HR

Signatures

Peter W. Walcott, Attorney-In-Fact for John J. Murphy

03/07/2011

 **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).

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

- (1) dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$9.05 to \$9.35, 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.
- (2) These options are part of a grant that vest in three equal annual installments. The first and second installments vested on February 19, 2010 and February 19, 2011, respectively. The third installment vests on February 19, 2012.
- (3) These options were granted pursuant to an employee stock option plan that provides for the grant of options in consideration of services as an employee.
- (4) These options are fully vested.
- (5) These options are part of a grant that vests in three equal annual installments. The first installment vested February 19, 2011. The remaining installments vest February 19, 2012 and February 19, 2013, respectively.

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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