

ENTEGRIS INC  
Form 4  
August 03, 2016

**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 \*  
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)  
08/01/2016

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)  
Sr. Vice President -HR

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 08/01/2016                           |  | M                              |   | 3,737   | A  | \$ 9.27   |
|                                 |                                      |  |                                |   | 72,486  |  |   |
| Common Stock                    | 08/01/2016                           |  | F                              |   | 2,592   | D  | \$ 16.97  |
|                                 |                                      |  |                                |   | 69,894  |  |   |
| Common Stock                    | 08/01/2016                           |  | M                              |   | 5,290   | A  | \$ 9.88   |
|                                 |                                      |  |                                |   | 75,184  |  |   |
| Common Stock                    | 08/01/2016                           |  | F                              |   | 3,798   | D  | \$ 16.97  |
|                                 |                                      |  |                                |   | 71,386  |  |   |
| Common Stock                    | 08/01/2016                           |  | M                              |   | 5,446   | A  | \$ 11.71  |
|                                 |                                      |  |                                |   | 76,832  |  |   |

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|              |            |   |       |   |                  |        |   |
|--------------|------------|---|-------|---|------------------|--------|---|
| Common Stock | 08/01/2016 | F | 4,306 | D | \$ 16.97         | 72,526 | D |
| Common Stock | 08/01/2016 | M | 4,121 | A | \$ 13.49         | 76,647 | D |
| Common Stock | 08/01/2016 | F | 3,551 | D | \$ 16.97         | 73,096 | D |
| Common Stock | 08/02/2016 | S | 4,347 | D | \$<br><u>(1)</u> | 68,749 | 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)

| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 9.27  | 08/01/2016                           |  | M                              | 3,737   | <u>(2)</u> 02/19/2019                                    | Common Stock  | 3,737                         |
| Employee Stock Option (Right to Buy)       | \$ 9.88  | 08/01/2016                           |  | M                              | 5,290   | <u>(3)</u> 02/19/2020                                    | Common Stock  | 5,290                         |
| Employee Stock Option (Right to Buy)       | \$ 11.71   | 08/01/2016                           |  | M                              | 5,446   | <u>(4)</u> 02/19/2021                                    | Common Stock  | 5,446                         |
|  | \$ 13.49   | 08/01/2016                           |  | M                              | 4,121   | <u>(5)</u> 02/19/2022                                    |   | 4,121                         |

Employee  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Murphy John J<br>129 CONCORD ROAD<br>BILLERICA, MA 01821 |               |           | Sr. Vice President -HR |       |

## Signatures

|   |            |
|---|------------|
| /s/ Sue Lee, Attorney-In-Fact for John J.<br>Murphy | 08/03/2016 |
| **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).

- 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 Secretaries & Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$16.75 to \$16.88, 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.
- (1) This option is fully vested.
  - (2) This option vests in four equal annual installments. The first three installments became exercisable on February 19, 2014, February 19, 2015 and February 19, 2016, respectively. The last installment becomes exercisable on February 19, 2017.
  - (3) This option vests in four equal annual installments. The first two installments became exercisable on February 19, 2015 and February 19, 2016, respectively. The remaining installments become exercisable on February 19, 2017 and February 19, 2018, respectively.
  - (4) This option vests in four equal annual installments. The first installment became exercisable on February 19, 2016. The remaining installments become exercisable on February 19, 2017, February 19, 2018 and February 19, 2019, respectively.
  - (5) This option was granted pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration of services as an employee.

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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