

ENTEGRIS INC
Form 4
February 04, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Dauwalter, James E.			Entegris, Inc. (ENTG)				<input checked="" type="checkbox"/> Director —			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year January 31, 2003			<input type="checkbox"/> 10% Owner —
3500 Lyman Boulevard										<input checked="" type="checkbox"/> Officer (give title below) —
(Street)			5. If Amendment, Date of Original (Month/Day/Year)				7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
Chaska, MN 55318										

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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	01/31/03		G	V	339,355	A	N/A		654,692		D		by trust		
Common Stock									15,000		I		by Security Charitable Remainder Trust		
Common Stock	01/31/03		G	V	339,355	A									
Common Stock	01/31/03		G	V	339,355	D	N/A		0		D		by GRAT ⁽¹⁾		
Common Stock	01/31/03		G	V	76,355	A	N/A		76,355		D		by GRAT II ⁽¹⁾		
Common Stock	01/31/03		G	V	77,768	A	N/A		718,101		I		by family members		
Common Stock	01/31/03		G	V	339,355	D	N/A								
Common Stock	01/31/03		G	V	339,355	D	N/A								

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Common Stock	01/31/03		G	V	76,355	D	N/A			
Common Stock	01/31/03		G	V	76,355	D	N/A			
Common Stock	01/31/03		G	V	16,968	D	N/A	1,401,612	I	by Carville Company, LP ⁽²⁾
Common Stock	01/31/03		G	V	339,355	A	N/A			
Common Stock	01/31/03		G	V	77,768	D	N/A	261,587	I	by Judith Dauwalter GRAT ⁽¹⁾
Common Stock	01/31/03		G	V	76,355	A	N/A	76,355	I	by Judith Dauwalter GRAT II ⁽¹⁾
Common Stock								600,000	I	by Carville Company II, LP ⁽³⁾
Common Stock	01/31/03		G	V	16,968	A	N/A	16,968	I	JJD Industries, LLC ⁽⁴⁾
Common Stock								50,354	I	by family foundation
Common Stock								280,161	I	by ESOP

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

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

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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 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 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$3.15					(5)	12/11/07	Common Stock	294,574		294,574	D	
Stock Option (Right to Buy)	\$3.15					(6)	2/11/08	Common Stock	220,006		200,006	D	

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Stock Option (Right to Buy)	\$9.63						(7)	9/18/10	Common Stock	30,000		30,000	D	
Stock Option (Right to Buy)	\$9.63						(8)	9/18/10	Common Stock	35,000		35,000	D	
Stock Option (Right to Buy)	\$8.38						(9)	11/26/10	Common Stock	90,000		90,000	D	
Stock Option (Right to Buy)	\$11.00						(10)	7/11/10	Common Stock	300		300	D	
Stock Option (Right to Buy)	\$8.04						(11)	10/15/11	Common Stock	135,000		135,000	D	
Stock Option (Right to Buy)	\$5.90						(12)	10/15/12	Common Stock	130,000		130,000	D	

Explanation of Responses:

- (1) This is a grantor retained annuity trust and was formed as part of a series of transactions for estate planning purposes.
- (2) Carville Company, LP was formed as part of a series of transactions for estate planning purposes.
- (3) Carville Company II, LP was formed as part of a series of transactions for estate planning purposes.
- (4) JJD Industries, LLC was formed as part of a series of transactions for estate planning purposes.
- (5) 100% vested.
- (6) 100% vested.
- (7) 15,000 shares vested; an additional 7,500 shares will vest on each of August 19, 2003 and 2004.
- (8) 17,500 shares are exercisable; an additional 8,750 shares will vest on each of July 10, 2003 and 2004.
- (9) 45,000 shares are exercisable; an additional 22,500 shares will vest on each of November 27, 2003 and 2004.
- (10) 100% vested.
- (11) 33,750 shares are exercisable; an additional 33,750 shares will become exercisable on each of October 15, 2003, 2004, and 2005.
- (12) This option will become exercisable with respect to 25% of the shares on each of October 15, 2003, 2004, 2005, and 2006.

By: /s/ **Lori Cameron** **February 4, 2003**
Attorney-in-Fact for James E. Dauwalter Date
 **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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