

ENTEGRIS INC
Form 4
August 01, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Morris Gregory Colburn

(Last) (First) (Middle)
22330 WYBENGA LANE
(Street)

NUEVO, CA 92567

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2013

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)
Chief Commerical Officer

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 or Price | | |
| Common Stock | 07/30/2013 | | M | | \$ 2.1 | 34,590 | D |
| Common Stock | 07/30/2013 | | S | | \$ 9.4815 | 31,090 | D |
| Common Stock | 07/30/2013 | | M | | \$ 5.4 | 58,283 | D |
| Common Stock | 07/30/2013 | | S | | \$ 9.4815 | 31,090 | D |
| | 07/30/2013 | | M | | \$ 8.76 | 45,362 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|----------------------------|--------|---|--------------|
| Common Stock | | | | | | | | | |
| Common Stock | 07/30/2013 | | S | 14,272 | D | \$ 9,4815 <u>(1)</u> | 31,090 | D | |
| Common Stock | 07/30/2013 | | M | 7,057 | A | \$ 9.27 | 38,147 | D | |
| Common Stock | 07/30/2013 | | S | 7,057 | D | \$ 9,4815 <u>(1)</u> | 31,090 | D | |
| Common Stock | | | | | | | 16,822 | I | By 401k Plan |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 2.1 | 07/30/2013 | | M | 3,500 | <u>(2)</u> 12/16/2015 | Common Stock 3,500 |
| Employee Stock Option (Right to Buy) | \$ 5.4 | 07/30/2013 | | M | 27,193 | <u>(2)</u> 02/19/2017 | Common Stock 27,193 |
| Employee Stock Option (Right to Buy) | \$ 8.76 | 07/30/2013 | | M | 14,272 | <u>(3)</u> 02/19/2018 | Common Stock 14,272 |

Buy)

Employee

Stock

| | | | | | | | | |
|--------|---------|------------|---|-------|-----|------------|-----------------|-------|
| Option | \$ 9.27 | 07/30/2013 | M | 7,057 | (4) | 02/19/2019 | Common Stock | 7,057 |
|--------|---------|------------|---|-------|-----|------------|-----------------|-------|

(Right to

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Morris Gregory Colburn 22330 WYBENGA LANE NUEVO, CA 92567 | | | Chief Commerical Officer | |

Signatures

/s/Peter W. Walcott, Attorney-In-Fact for Gregory C.
Morris

08/01/2013

**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 \$9.395 to \$9.58, 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 starting on February 19, 2012 and thereafter on February 19, 2013, February 19, 2014 and February 19, 2015. The option will expire on February 19, 2018.
 - (3) This option vests in four equal annual installments starting on February 19, 2013 and thereafter on February 19, 2014, February 19, 2015 and February 19, 2016. The option will expire on February 19, 2019.
 - (4) 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.

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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