

ENTEGRIS INC
Form 4
July 14, 2005

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 *
DAUWALTER JAMES E

(Last) (First) (Middle)
3500 LYMAN BOULEVARD
(Street)

CHASKA, MN 55318

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2004

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)
CEO, President

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 | 11/19/2004 | 11/19/2004 | G | V | 260,000 | D | \$ 0 | 374,244 I by Carville Company, LP |
| Common Stock | 11/19/2004 | 11/19/2004 | G | V | 260,000 | A | \$ 0 | 260,000 I by GRAT |
| Common Stock | 11/19/2004 | 11/19/2004 | G | V | 260,000 | D | \$ 0 | 0 I by GRAT |
| Common Stock | 11/19/2004 | 11/19/2004 | G | V | 260,000 | A | \$ 0 | 684,065 ⁽¹⁾ / ₍₂₎ D |
| Common Stock | 12/06/2004 | 12/06/2004 | G | V | 12,000 | D | \$ 0 | 21,993 I by JJD Industries, |

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| | | | | | | | | | | |
|--------------|------------|------------|---|---|---------|---|------|---|---|---|
| Common Stock | 12/06/2004 | 12/06/2004 | G | V | 12,000 | A | \$ 0 | 12,000 | I | LLC by Carville III, LP ⁽³⁾ |
| Common Stock | 12/06/2004 | 12/06/2004 | G | V | 260,996 | D | \$ 0 | 0 | I | by family members |
| Common Stock | 12/06/2004 | 12/06/2004 | G | V | 260,996 | A | \$ 0 | 272,996 | I | by Carville III, LP |
| Common Stock | 12/08/2004 | 12/08/2004 | G | V | 327,004 | D | \$ 0 | <u>357,061</u> ⁽¹⁾ ₍₂₎ | D | |
| Common Stock | 12/08/2004 | 12/08/2004 | G | V | 327,004 | A | \$ 0 | 600,000 | I | by Carville III, LP |
| Common Stock | 02/25/2005 | 02/25/2005 | G | V | 104,780 | D | \$ 0 | 186,393 | I | by Carville Company II, LP |
| Common Stock | 02/25/2005 | 02/25/2005 | G | V | 104,780 | A | \$ 0 | 104,780 | I | by Judith Dauwalter GRAT II |
| Common Stock | 02/25/2005 | 02/25/2005 | G | V | 104,780 | D | \$ 0 | 0 | I | by Judith Dauwalter GRAT II |
| Common Stock | 02/25/2005 | 02/25/2005 | G | V | 104,780 | A | \$ 0 | 104,780 | I | by family members |
| Common Stock | 02/25/2005 | 02/25/2005 | G | V | 104,780 | D | \$ 0 | 81,613 | I | by Carville Company II, LP |
| Common Stock | 02/25/2005 | 02/25/2005 | G | V | 104,780 | A | \$ 0 | 104,780 | I | by GRAT II |
| Common Stock | 02/25/2005 | 02/25/2005 | G | V | 104,780 | D | \$ 0 | 0 | I | by GRAT II |
| Common Stock | 02/25/2005 | 02/25/2005 | G | V | 104,780 | A | \$ 0 | <u>461,841</u> ⁽¹⁾ ₍₂₎ | D | |
| Common Stock | 02/25/2005 | 02/25/2005 | G | V | 4,277 | D | \$ 0 | 77,336 | I | by Carville Company II, LP |
| Common Stock | 02/25/2005 | 02/25/2005 | G | V | 4,277 | A | \$ 0 | 26,270 | I | by JJD Industries, LLC |
| Common Stock | 03/09/2005 | 03/09/2005 | G | V | 104,780 | D | \$ 0 | 0 | I | by family members |
| Common Stock | 03/09/2005 | 03/09/2005 | G | V | 104,780 | A | \$ 0 | <u>566,621</u> ⁽¹⁾ ₍₂₎ | D | |
| | 03/09/2005 | 03/09/2005 | G | V | 260,000 | D | \$ 0 | | D | |

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| | | | | | | | | | | |
|--------------|------------|------------|---|---|---------|---|------|--------------------------------------|---|-------------------------|
| Common Stock | | | | | | | | 306,621 ⁽¹⁾ <u>(2)</u> | | |
| Common Stock | 03/09/2005 | 03/09/2005 | G | V | 260,000 | A | \$ 0 | 634,244 | I | by Carville Company, LP |
| Common Stock | | | | | | | | 251,861 ⁽⁴⁾ | I | by ESOP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAUWALTER JAMES E 3500 LYMAN BOULEVARD CHASKA, MN 55318 | X | | CEO, President | |

Signatures

By: /s/ Lori Cameron, Attorney-in-Fact for James E. Dauwalter

07/14/2005

__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).

Reporting Person received a restricted stock grant of 16,250 shares on October 15, 2003. Reporting Person will be entitled to receive

(1) 25% of such shares on each of October 14, 2004, 2005, 2006, and 2007 provided Reporting Person has complied with certain restrictions such as continued employment.

Reporting Person received a restricted stock grant of 21,667 shares on October 15, 2004. Reporting Person will be entitled to receive 25%

(2) of such shares on each of October 15, 2005, 2006, 2007, and 2008 provided Reporting Person has complied with certain restrictions such as continued employment.

(3) This entity was formed as part of a series of transactions for estate planning purposes.

(4) Since the reporting person's last report, 170 shares previously held through the ESOP have been sold to cover administrative expenses.

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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