

LOY BERTRAND
Form 4
February 23, 2012

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 *
LOY BERTRAND

(Last) (First) (Middle)

2 SETTLEMENT WAY

(Street)

ACTON, MA 01720

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2012

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)
Exec VP & COO

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 | 02/21/2012 | | M | | \$ 1.13 | D | |
| Common Stock | 02/21/2012 | | S | | 16,966 | D | |
| Common Stock | 02/22/2012 | | M | | \$ 5.4 | D | |
| Common Stock | 02/22/2012 | | S | | 7,300 | D | |
| | 02/22/2012 | | M | | \$ 1.13 | D | |

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Common
Stock

| | | | | | | | |
|-----------------|------------|---|--------|---|----------------------------|---------|---|
| Common Stock | 02/22/2012 | S | 41,367 | D | \$ 9.3158 <u>(3)</u> | 183,911 | D |
|-----------------|------------|---|--------|---|----------------------------|---------|---|

| | | | | | | | |
|-----------------|------------|---|--------|---|----------------------------|---------|---|
| Common Stock | 02/22/2012 | S | 12,119 | D | \$ 9.1429 <u>(4)</u> | 171,792 | D |
|-----------------|------------|---|--------|---|----------------------------|---------|---|

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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 1.13 | 02/21/2012 | | M | 16,966 | <u>(5)</u> 02/19/2016 | Common Stock | 16,966 | |
| Employee Stock Option (Right to Buy) | \$ 5.4 | 02/22/2012 | | M | 7,300 | <u>(7)</u> 02/19/2017 | Common Stock | 7,300 | |
| Employee Stock Option (Right to Buy) | \$ 1.13 | 02/22/2012 | | M | 41,367 | <u>(5)</u> 02/19/2016 | Common Stock | 41,367 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| LOY BERTRAND 2 SETTLEMENT WAY ACTON, MA 01720 | | | Exec VP & COO | |

Signatures

/s/ Peter W. Walcott, Attorney-In-Fact for
Bertrand Loy

02/23/2012

__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).

(1) 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 \$9.37 to \$9.4894, 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) 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 \$9.40 to \$9.44, 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.

(3) 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 \$9.3000 to \$9.3450, 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.

(4) 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 \$9.0400 to \$9.2700, 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.

(5) This option is fully vested.

(6) 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.

(7) This option is exercisable in three equal annual installments. The first installment became exercisable on February 19, 2011, the second installment became exercisable on February 19, 2012 and the third installment will become exercisable on February 19, 2013.

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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