

ENTEGRIS INC
Form 4
March 13, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAVES GREGORY B

(Last) (First) (Middle)

4613 DREXEL AVE. S.

(Street)

EDINA, MN 55424

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

SR V.P.-CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	03/12/2008		A		8,863 (1)	A \$ 0 (2)	48,872	D	
Common Stock	03/13/2008		F		100 (3)	D \$ 6.8	48,772	D	
Common Stock	03/13/2008		F		176 (3)	D \$ 6.82	48,596	D	
Common Stock	03/13/2008		F		100 (3)	D \$ 6.85	48,496	D	
Common Stock	03/13/2008		F		464 (3)	D \$ 6.82	48,032	D	

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Common Stock	03/13/2008	F	100 <u>(3)</u>	D	\$ 6.83	47,932	D
Common Stock	03/13/2008	F	200 <u>(3)</u>	D	\$ 6.84	47,732	D
Common Stock	03/13/2008	F	500 <u>(3)</u>	D	\$ 6.86	47,232	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRAVES GREGORY B 4613 DREXEL AVE. S. EDINA, MN 55424	SR V.P.-CFO

Signatures

Peter W. Walcott, Attorney-in-Fact for Gregory B. Graves

03/13/2008

 **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) 3,600 of these shares are restricted with restrictions lapsing one third on each of February 19, 2009, 2010 and 2011.

These shares were earned under performance share awards made pursuant to an equity incentive award plan in consideration of services

(2) as an employee. Under the terms of the performance share awards shares of the Issuer may be earned only to the extent that Issuer's financial performance in any given year achieves certain financial goals not related to the market price of the Issuer's common stock.

(3) These shares were sold pursuant to a Rule 10b5-1 Trading Plan established by the Reporting Person on August 29, 2007.

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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