

ENTEGRIS INC
Form 4
February 04, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAUWALTER JAMES E

(Last) (First) (Middle)
3250 JULIAN DRIVE
(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)
02/01/2008

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)

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 | 02/01/2008 | | S | 1,799 (1) D | \$ 7.82 59,876 | D | |
| Common Stock | 02/01/2008 | | S | 1,800 (1) D | \$ 7.83 58,076 | D | |
| Common Stock | 02/01/2008 | | S | 1,800 (1) D | \$ 7.84 56,276 | D | |
| Common Stock | 02/01/2008 | | S | 1 (1) D | \$ 7.85 56,275 | D | |
| Common Stock | 02/01/2008 | | S | 100 (1) D | \$ 7.86 56,175 | D | |
| | | | | | 243,621 | I | |

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| | | | | | | | |
|--------------|--|--|--|-----------|---|--|---|
| Common Stock | | | | | | | By Judith V. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | | | | 118,719 | I | | By James E. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | | | | 96,666 | I | | By James E. Dauwalter Irrev. Trust UA 4/10/2000 |
| Common Stock | | | | 634,244 | I | | By Carville Company, LP |
| Common Stock | | | | 77,336 | I | | By Carville Company II, LP |
| Common Stock | | | | 173,146 | I | | By Carville Company III, LP |
| Common Stock | | | | 1,187,000 | I | | By Davar, LP |
| Common Stock | | | | 34,806 | I | | By JJD Industries, LLC |
| Common Stock | | | | 251,668 | I | | By 401(k) Plan |
| Common Stock | | | | 170,366 | I | | By Judith V. Dauwalter GRAT I |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur Bene Own Follo Repor Trans (Instr |
|------------------------|---|-------------------------|--------------------|---|------------------|--|------------------------|---|
|------------------------|---|-------------------------|--------------------|---|------------------|--|------------------------|---|

| 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 |
| DAUWALTER JAMES E 3250 JULIAN DRIVE CHASKA, MN 55318 | X | | | |

Signatures

| | |
|---|------------|
| Peter W. Walcott, Attorney-in-Fact for James E. Dauwalter | 02/04/2008 |
| **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) Indicated sales were effected pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person on September 8, 2006.

Remarks:

This is the second of two Form 4's.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.