

ENTEGRIS INC
Form 4
August 08, 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 *
PYLE THOMAS O

(Last) (First) (Middle)

987 MEMORIAL DRIVE, APT.
#272

(Street)

CAMBRIDGE, MA 02138

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2005

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |

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.

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of S |
|---|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|-----------------|
| | | | | | | | | | | | | |
| Non-Employee Director Stock Option (right to buy) | \$ 9.4 | 08/06/2005 | A | 11,120 | | | | | <u>(1)</u> | 04/25/2015 | Common Stock | 11, |
| Non-Employee Director Stock Option (right to buy) | \$ 10.68 | 08/06/2005 | A | 13,900 | | | | | <u>(3)</u> | 04/28/2014 | Common Stock | 13, |
| Non-Employee Director Stock Option (right to buy) | \$ 5.66 | 08/06/2005 | A | 13,900 | | | | | <u>(5)</u> | 04/24/2013 | Common Stock | 13, |
| Non-Employee Director Stock Option (right to buy) | \$ 10.91 | 08/06/2005 | A | 6,950 | | | | | <u>(7)</u> | 04/26/2012 | Common Stock | 6,9 |
| Non-Employee Director Stock Option (right to buy) | \$ 7.46 | 08/06/2005 | A | 7,549 | | | | | <u>(9)</u> | 08/09/2006 | Common Stock | 7,5 |
| Non-Employee Director Stock Option (right to buy) | \$ 9.27 | 08/06/2005 | A | 11,322 | | | | | <u>(9)</u> | 08/09/2006 | Common Stock | 11, |
| Non-Employee Director Stock Option (right to buy) | \$ 10.79 | 08/06/2005 | A | 13,900 | | | | | <u>(9)</u> | 08/10/2011 | Common Stock | 13, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PYLE THOMAS O 987 MEMORIAL DRIVE APT. #272 CAMBRIDGE, MA 02138 | X | | | |

Signatures

/s/ Peter W. Walcott, attorney-in-fact for Thomas
O. Pyle

08/08/2005

__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).
- (1) This option vests in three (3) equal annual installments beginning 4/25/2006.
Received in exchange for 8,000 shares of Mykrolis Corporation common stock at a price of \$13.70 in connection with the merger of Mykrolis Corporation into Eagle DE, Inc. pursuant to Agreement and Plan of Merger, dated March 21, 2005 (the "Merger"); pursuant to the Merger Eagle DE, Inc. changed its name to Entegris, Inc.
- (2) This option vests in three (3) equal annual installments beginning 4/28/2005.
Received in the Merger in exchange for a non-employee director stock option to acquire 10,000 shares of Mykrolis Corporation at a price of \$14.85 per share.
- (3) This option vests in three (3) equal annual installments beginning 4/24/2004.
Received in the Merger in exchange for a non-employee director stock option to acquire 10,000 shares of Mykrolis Corporation at a price of \$7.87 per share.
- (4) This option vests in three (3) equal annual installments beginning 4/26/2003.
Received in the Merger in exchange for a non-employee director stock option to acquire 5,000 shares of Mykrolis Corporation at a price of \$15.16 per share.
- (5) This option is fully vested
- (6) Received in the Merger in exchange for a non-employee director stock option to acquire 5,431 shares of Mykrolis Corporation at a price of \$10.37 per share.
- (7) Received in the Merger in exchange for a non-employee director stock option to acquire 8,146 shares of Mykrolis Corporation at a price of \$12.887 per share.
- (8) Received in the Merger in exchange for a non-employee director stock option to acquire 10,000 shares of Mykrolis Corporation at a price of \$15.00 per share.
- (9)
- (10)
- (11)
- (12)

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.