

ENTEGRIS INC

Form 4

November 21, 2002

FORM 4UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

OMB APPROVAL

☐ 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

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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

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|--|---|--|---|--|---|---|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol Entegris, Inc. (ENTG) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| (Last) (First) (Middle) 3500 Lyman Boulevard | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | | <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) Chief Executive Officer, President, and Director | |
| (Street) Chaska, MN 55318 | | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) November 20, 2002 | |
| (City) (State) (Zip) | | | 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 & 5) | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 11/12/02 | | G V | 300,000 D N/A | 615,337 | D | by trust | |
| Common Stock | 11/20/02 | | S | 72,100 D \$9.50 | | | | |
| Common Stock | 11/20/02 | | S | 26,200 D \$9.51 | | | | |
| Common Stock | 11/20/02 | | S | 7,400 D \$9.52 | | | | |
| Common Stock | 11/20/02 | | S | 3,700 D \$9.53 | | | | |
| Common Stock | 11/20/02 | | S | 12,000 D \$9.54 | | | | |
| Common Stock | 11/20/02 | | S | 5,100 D \$9.55 | | | | |
| Common Stock | 11/20/02 | | S | 1,000 D \$9.56 | | | | |

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| | | | | | | | | | | |
|--------------|----------|--|---|---|---------|---|--------|-----------|---|---|
| Common Stock | 11/20/02 | | S | | 1,100 | D | \$9.57 | | | |
| Common Stock | 11/20/02 | | S | | 4,400 | D | \$9.58 | | | |
| Common Stock | 11/20/02 | | S | | 8,077 | D | \$9.60 | | | |
| Common Stock | 11/20/02 | | S | | 1,900 | D | \$9.61 | | | |
| Common Stock | 11/20/02 | | S | | 600 | D | \$9.62 | | | |
| Common Stock | 11/20/02 | | S | | 23 | D | \$9.65 | | | |
| Common Stock | 11/20/02 | | S | | 5,000 | D | \$9.70 | | | |
| Common Stock | 11/20/02 | | S | | 1,400 | D | \$9.75 | 15,000 | I | by Security Charitable Remainder Unitrust |
| Common Stock | 11/12/02 | | G | V | 300,000 | A | N/A | 940,333 | I | by family members |
| Common Stock | | | | | | | | 2,250,000 | I | by Carville Company, LP ⁽¹⁾ |
| Common Stock | | | | | | | | 50,354 | I | by family foundation |
| Common Stock | | | | | | | | 280,161 | I | by ESOP |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| (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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to | \$3.15 | | | | | | | (2) | 12/11/07 | Common Stock | 294,574 | | 294,574 | D | |

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|-----------------------------|---------|--|--|--|--|-----|----------|--------------|---------|--|---------|---|--|--|
| Buy) | | | | | | | | | | | | | | |
| Stock Option (Right to Buy) | \$3.15 | | | | | (3) | 2/11/08 | Common Stock | 220,006 | | 200,006 | D | | |
| Stock Option (Right to Buy) | \$9.63 | | | | | (4) | 9/18/10 | Common Stock | 30,000 | | 30,000 | D | | |
| Stock Option (Right to Buy) | \$9.63 | | | | | (5) | 9/18/10 | Common Stock | 35,000 | | 35,000 | D | | |
| Stock Option (Right to Buy) | \$8.38 | | | | | (6) | 11/26/10 | Common Stock | 90,000 | | 90,000 | D | | |
| Stock Option (Right to Buy) | \$11.00 | | | | | (7) | 7/11/10 | Common Stock | 300 | | 300 | D | | |
| Stock Option (Right to Buy) | \$8.04 | | | | | (8) | 10/15/11 | Common Stock | 135,000 | | 135,000 | D | | |
| Stock Option (Right to Buy) | \$5.90 | | | | | (9) | 10/15/12 | Common Stock | 130,000 | | 130,000 | D | | |

Explanation of Responses:

- (1) Carville Company, LP is a grantor retained annuity trust and was formed as part of a series of transactions for estate planning purposes.
(2) 100% vested.
(3) 100% vested.
(4) 15,000 shares vested; an additional 7,500 shares will vest on each of August 19, 2003 and 2004.
(5) 17,500 shares are exercisable; an additional 8,750 shares will vest on each of July 10, 2003 and 2004.
(6) 22,500 shares are exercisable; an additional 22,500 shares will vest on each of November 27, 2002, 2003, and 2004.
(7) 100% vested.
(8) 33,750 shares are exercisable; an additional 33,750 shares will become exercisable on each of October 15, 2003, 2004, and 2005.
(9) This option will become exercisable with respect to 25% of the shares on each of October 15, 2003, 2004, 2005, and 2006.

By: /s/ **Lori Cameron** **November 21, 2002**
Attorney-in-Fact for James E. Dauwalter Date
**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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