

GRAVES GREGORY B

Form 4

July 21, 2017

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

4613 DREXEL AVE. S.

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/19/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP &amp; CFO

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

EDINA, MN 55424

(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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/19/2017		M	4,908 A	\$ 12.2 65,554	D	
Common Stock	07/19/2017		S <sup>(1)</sup>	4,908 D	\$ 26 60,646	D	
Common Stock	07/20/2017		M	17,121 A	\$ 12.2 77,767	D	
Common Stock	07/20/2017		M	10,564 A	\$ 13.49 88,331	D	
Common Stock	07/20/2017		S <sup>(1)</sup>	27,685 D	\$ 26.008 60,646	D	

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

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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.2	07/19/2017		M		4,908		<u>(3)</u>	02/19/2023	Common Stock	4,908
Employee Stock Option (Right to Buy)	\$ 12.2	07/20/2017		M		17,121		<u>(3)</u>	02/19/2023	Common Stock	17,121
Employee Stock Option (Right to Buy)	\$ 13.49	07/20/2017		M		10,564		<u>(5)</u>	02/19/2022	Common Stock	10,564

## Reporting Owners

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

## Signatures

/s/ Sue Lee, Attorney-In-Fact for Gregory B.  
Graves

07/21/2017

\_\_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) These shares were sold pursuant to a Rule 10b5-1 Trading Plan established by the Reporting Person on May 12, 2017.  
The price 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 \$26.00 to \$26.05, 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 note.
- (2) This option vests in four equal installments. The first installment became exercisable on February 19, 2017. The remaining installments become exercisable on February 19, 2018, February 19, 2019 and February 19, 2020, respectively.
- (3) This option was granted pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration of service as an employee.
- (5) This option vests in four equal installments. The first two installments became exercisable on February 19, 2016 and February 19, 2017, respectively. The remaining installments become exercisable on February 19, 2018 and February 19, 2019, respectively.

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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