

GRAVES GREGORY B
Form 4
July 28, 2017

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 *
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)
07/26/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

(Street)
EDINA, MN 55424

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

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 07/26/2017 | | M | | 900 | A | \$ 13.49 |
| | | | | | 61,546 | | |
| Common Stock | 07/26/2017 | | S ⁽¹⁾ | | 900 | D | \$ 26 |
| | | | | | 60,646 | | |
| Common Stock | 07/27/2017 | | M | | 18,812 | A | \$ 13.49 |
| | | | | | 79,458 | | |
| Common Stock | 07/27/2017 | | S ⁽¹⁾ | | 18,812 | D | \$ 26.2248 |
| | | | | | 60,646 | | |
| | | | | | | | ⁽²⁾ |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 13.49 | 07/26/2017 | | M | 900 | <u>(3)</u> 02/19/2022 | Common Stock | 900 |
| Employee Stock Option (Right to Buy) | \$ 13.49 | 07/27/2017 | | M | 18,812 | <u>(3)</u> 02/19/2022 | Common Stock | 18,812 |

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
07/28/2017

**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.

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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 Secretaries & Corporate Governance Professionals dated June 25, 2008. These shares

- (2) were sold in multiple transactions at prices ranging from \$26.00 to \$26.75, 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.
- (3) 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.
- (4) This option was granted pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration of service as an employee.

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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