

ENTEGRIS INC

Form 4

November 04, 2016

**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 \*  
Tison Stuart

(Last) (First) (Middle)

C/O ENTEGRIS, INC., 129  
CONCORD ROAD

(Street)

BILLERICA, MA 01821

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/02/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Sr. V.P./G.M. Specialty Chem

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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                    | 11/02/2016                           |                                                    | M                              |                                                                   | 20,630 | A          | \$ 5.4                                                                                        | 101,385                                                  | D                                                     |
| Common Stock                    | 11/02/2016                           |                                                    | F                              |                                                                   | 11,098 | D          | \$ 15.8                                                                                       | 90,287                                                   | D                                                     |
| Common Stock                    | 11/02/2016                           |                                                    | G                              | V                                                                 | 6,250  | D          | \$ 0                                                                                          | 84,037                                                   | D                                                     |
| Common Stock                    | 11/04/2016                           |                                                    | S                              |                                                                   | 9,532  | D          | \$ 15.6484 (1)                                                                                | 74,505                                                   | D                                                     |

(1)

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 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 5.4                                                 | 11/02/2016                           |                                                    | M                              | 20,630                                                                                  | <u>(2)</u> 02/19/2017                                    | Common Stock                                                  | 20,630                     |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships                    |
|-------------------------------------------------------------------------------|----------------------------------|
|                                                                               | Director 10% Owner Officer Other |
| Tison Stuart<br>C/O ENTEGRIS, INC.<br>129 CONCORD ROAD<br>BILLERICA, MA 01821 | Sr. V.P./G.M. Specialty Chem     |

## Signatures

/s/ Sue Lee, Attorney-In-Fact for Stuart Tison 11/04/2016

\_\_\_\_\_  
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).

- The price reported 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 \$15.30 to \$15.70 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 footnote.
- (1) This option is fully vested.
- (2) This option is fully vested.

## Edgar Filing: ENTEGRIS INC - Form 4

- (3) This option was granted pursuant to the Entegris, Inc. 2001 Equity Incentive Plan, as amended, in consideration of services 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.

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.