

ENTEGRIS INC
Form 4
April 28, 2016

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 *
Murphy John J

(Last) (First) (Middle)
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)
04/26/2016

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)
Sr. Vice President -HR

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 04/26/2016 | | M | 28,544 A \$ 8.76 | 97,293 | D | |
| Common Stock | 04/26/2016 | | M | 11,208 A \$ 9.27 | 108,501 | D | |
| Common Stock | 04/26/2016 | | M | 10,580 A \$ 9.88 | 119,081 | D | |
| Common Stock | 04/26/2016 | | M | 5,446 A \$ 11.71 | 124,527 | D | |
| Common Stock | 04/26/2016 | | S ⁽¹⁾ | 55,778 D \$ 14.0071 | 68,749 | D | |
| | | | | (2) | | | |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 8.76 | 04/26/2016 | | M | 28,544 | ⁽³⁾ 02/19/2018 | Common Stock 28,544 |
| Employee Stock Option (Right to Buy) | \$ 9.27 | 04/26/2016 | | M | 11,208 | ⁽³⁾ 02/19/2019 | Common Stock 11,208 |
| Employee Stock Option (Right to Buy) | \$ 9.88 | 04/26/2016 | | M | 10,580 | ⁽⁵⁾ 02/19/2020 | Common Stock 10,580 |
| Employee Stock Option (Right to Buy) | \$ 11.71 | 04/26/2016 | | M | 5,446 | ⁽⁶⁾ 02/19/2021 | Common Stock 5,446 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Murphy John J 129 CONCORD ROAD | | | Sr. Vice President -HR | |

BILLERICA, MA 01821

Signatures

/s/ Sue Lee, Attorney-In-Fact for John J.
Murphy

04/28/2016

__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).
- (1) These shares were sold pursuant to a Rule 10b5-1 Trading Plan established by the Reporting Person on February 23, 2016.
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 \$14.00 to \$14.10, inclusive. The
- (2) 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.
- (3) This option is fully vested.
- (4) Awarded pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration of services as an employer.
- (5) This option vests in four equal installments starting on February 19, 2014 and thereafter on February 19, 2015, February 19, 2016 and February 19, 2017.
- (6) This option vests in four equal installments starting on February 19, 2015 and thereafter on February 19, 2016, February 19, 2017 and February 19, 2018.

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.