

Murphy John J  
 Form 4  
 March 07, 2011

**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 \*  
 Murphy John J

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)  
 129 CONCORD ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/04/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. Vice President -HR

BILLERICA, MA 01821

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 03/04/2011                           |  | M                              |   | 10,000  | A  | \$ 1.13                           |
| Common Stock                    | 03/04/2011                           |  | M                              |   | 9,334   | A  | \$ 7.07                           |
| Common Stock                    | 03/04/2011                           |  | M                              |   | 16,531  | A  | \$ 5.4                            |
| Common Stock                    | 03/04/2011                           |  | S                              |   | 35,865  | D  | \$ 9.1262                         |
|                                 |                                      |  |                                |   |   |  | (1)                               |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 1.13  | 03/04/2011                           |  | M                              | 10,000  | <u>(2)</u> 02/19/2016                                    | Common Stock  | 10,000                     |
| Employee Stock Option (Right to Buy)       | \$ 7.07  | 03/04/2011                           |  | M                              | 9,334   | <u>(4)</u> 02/21/2015                                    | Common Stock  | 9,334                      |
| Employee Stock Option (Right to Buy)       | \$ 5.4   | 03/04/2011                           |  | M                              | 16,531  | <u>(5)</u> 02/19/2017                                    | Common Stock  | 16,531                     |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Murphy John J<br>129 CONCORD ROAD<br>BILLERICA, MA 01821 |               |           | Sr. Vice President -HR |       |

## Signatures

Peter W. Walcott, Attorney-In-Fact for John J. Murphy  
03/07/2011

\_\_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 Securities & Corporate Governance Professionals

- (1) dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$9.05 to \$9.35, 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.
- (2) These options are part of a grant that vest in three equal annual installments. The first and second installments vested on February 19, 2010 and February 19, 2011, respectively. The third installment vests on February 19, 2012.
- (3) These options were granted pursuant to an employee stock option plan that provides for the grant of options in consideration of services as an employee.
- (4) These options are fully vested.
- (5) These options are part of a grant that vests in three equal annual installments. The first installment vested February 19, 2011. The remaining installments vest February 19, 2012 and February 19, 2013, 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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